

103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
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ROGER L. ANDERSON
Executive Director

**MINUTES OF THE MEETING OF THE
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
HELD AT 103 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY
ON WEDNESDAY, JULY 23, 2008**

The meeting was called to order at 10:36 a.m. by Chair Altman. The New Jersey Educational Facilities Authority gave notice of the time, place and date of this meeting via fax on July 11, 2008, to The Star Ledger, The Times and the Secretary of State and by posting the notice at the offices of the Authority in Princeton, New Jersey. Pursuant to the New Jersey Open Public Meetings Act, a resolution must be passed by the New Jersey Educational Facilities Authority in order to hold a session from which the public is excluded.

AUTHORITY MEMBERS PRESENT:

Vivian Altman, Chair
Felice K. Vazquez, Esq.
R. David Rousseau, State Treasurer (represented by Nancy Style)
Laurence M. Downes, Chair, Comm. on Higher Education (represented by Marguerite Beardsley)

AUTHORITY MEMBERS ABSENT:

Roger B. Jacobs, Esq.

STAFF PRESENT:

Roger L. Anderson, Executive Director
Barbara L. Cannon, Deputy Executive Director
Mary Jane Darby, Director of Project Management
Marie Mueller, Controller
Sheryl Stitt, Director of Communications
Katherine Newell, Esq., Senior Advisor
Debra Paterson, Project Manager
Vito Galluccio, Project Manager
Gary Vencius, Senior Accountant
Nichole Doxey, Communications Specialist
Jennifer Zoccali, Project/Communications Assistant
Denise Carroll, Administrative Assistant
Christine Hart, Summer Intern
Sheila Toles, Exec. Assistant/Human Resources Specialist

ALSO PRESENT:

Anthony Inverso, Phoenix Advisors, LLC
Benjamin Wolfe, Merrill Lynch & Co.
Brian Bradley, RBC Capital Markets

Christoph Muelbert, Lehman Brothers
Daniela Quintanilla
Daniel Froehlich, George K. Baum & Company
Daniel Kim, Citigroup Global Markets, Inc.
Dominick Setari, Ramirez & Company, Inc.
Erin Gore, Bank of America
Harper Watters, Merrill Lynch & Co.
James Fagan, NW Capital
James Fearon, Gluck Walrath, LLP
James Ness, Powell Capital Markets, Inc.
John Draikiwicz, Gibbons, P.C.
Julie Ellers, Powell Capital Markets, Inc.
Katherine Clupper, Public Financial Management, Inc.
Kavin Mistry, Esq., Deputy Attorney General
Kirwan Elliott, Public Financial Management, Inc.
Kevin Quinn, McCarter & English, LLP
Monique Lopez, Wachovia Bank, NA
Noreen White, Acacia Financial Group, Inc.
Oliver Zlomisljic, Morgan Stanley & Co., Inc.
Rafael Perez, Esq., Cozen O'Connor
Rebecca Delia, PNC Capital Markets, Inc.
Reginald Scantlebury, Jackson Securities
Richard Vieser, Wachovia Bank, NA
Sharon Landgraf, PNC Capital Markets, Inc.
Sonia Frontera, Esq., Governor's Authorities Unit
William Mayer, Esq., DeCotiis, Fitzpatrick, Cole & Wisler, LLP

ITEMS OF DISCUSSION

1. Approval of the Minutes of the Meeting of June 23, 2008

The minutes of the meeting of June 23, 2008 were delivered via United Parcel Service to Governor Jon S. Corzine under the date of June 24, 2008. Ms. Style moved that the minutes of the meeting be approved as presented; the motion was seconded by Ms. Vazquez and passed. Ms. Beardsley recused herself from the vote.

2. Approval of the Minutes of the Executive Session of May 28, 2008

The minutes of the executive session meeting of May 28, 2008 were delivered via United Parcel Service to Governor Jon S. Corzine under the date of June 24, 2008. Ms. Style moved that the minutes of the meeting be approved as presented; the motion was seconded by Ms. Vazquez and passed. Ms. Beardsley recused herself from the vote.

3. Approval of the Minutes of the Executive Session of June 23, 2008

The minutes of the executive session meeting of June 23, 2008 were delivered via United Parcel Service to Governor Jon S. Corzine under the date of June 24, 2008. Ms. Style moved that the minutes of the meeting be approved as presented; the motion was seconded by Ms. Vazquez and passed. Ms. Beardsley recused herself from the vote.

4. **Resolution of Appreciation for Kevin J. Collins, Esq., Representative of the Commission on Higher Education**

The Members were asked to consider the adoption of a resolution read by Ms. Cannon acknowledging and expressing appreciation to Kevin J. Collins, Esq., for his services to the Authority and the entire higher education community.

Ms. Beardsley moved the adoption of the following entitled resolution:

RESOLUTION OF APPRECIATION TO KEVIN J. COLLINS, ESQ.

The motion was seconded by Ms. Style and passed unanimously.

The adopted resolution is appended as Exhibit I.

5. **Report on Pending Projects**

Ms. Darby, Director of Project Management, reported that there are several projects for which various colleges and universities have requested Authority financing. Ms. Darby briefly described the projects and reported that the projects are under review and at various stages of development.

A summary of the projects to be financed, together with estimated financing amounts and proposed sale dates, is appended as Exhibit II.

6. **Market Update – Phoenix Advisors, LLC**

Mr. Inverso provided the members with a market update report that included commentary on current market conditions.

7. **Report on the Sale of NJEFA Revenue Bonds, The William Paterson University of New Jersey Issue, Series 2008 C, In the Amount of \$88,670,000**

Ms. Darby reported that on June 17, 2008, the Authority priced the Series 2008 C bonds on behalf of The William Paterson University of New Jersey and described the various components of the transaction. The proceeds are being used for the expansion, renovation and equipping of the existing Science Hall, including, but not limited to, the construction of a 66,000 square foot, three story addition to comprise modular research spaces, classrooms and teaching labs; the refunding of all of the Authority's outstanding Series 1998 D bonds issued on behalf of the University; and certain costs of issuance.

The transaction was structured as a fixed rate, negotiated transaction with ratings of Aaa from Moody's Investors Service and AAA from Fitch Ratings, based on insurance from Assured Guaranty, and a final maturity of July 1, 2038. The issue successfully closed on June 26, 2008.

Mr. Bradley of RBC Capital Markets, Senior Manager, commented on the transaction.

A copy of the Bond Sale Summary for the issue is appended as Exhibit III.

8. **Report on the Sale of NJEFA Revenue Bonds, Drew University Issue, 2008 Series I, In the Amount of \$12,000,000**

Ms. Darby reported that on June 26, 2008, the Authority closed the 2008 Series I transaction for Drew University. The proceeds will be used for certain capital improvements to the University's campus facilities; and costs of issuance. Ms. Darby reported that under the program, the University can draw up to \$4 million annually over the next three years and once the funds have been drawn, the annual draw will then be amortized over a ten-year period. She advised that TD Bank, NA, the purchaser of the bonds, may agree to renew the initial program for a second three-year period on the same terms and renew it for another four years at the end of that period. If both renewals occur, the principal amount advanced will be \$40 million over ten years.

The transaction was structured as a direct purchase with a variable interest rate of 74% of the sum of: 30-day LIBOR plus 0.85%. The bonds have a final maturity of June 1, 2021.

A copy of the Bond Sale Summary for the issue is appended as Exhibit IV.

9. **Report on the Remarketing of NJEFA Revenue Bonds, Institute for Defense Analyses Issue, 2000 Series D, In the Amount of \$15,015,000**

Ms. Darby reported that on June 26, 2008, the Authority closed the remarketing of the 2000 Series D bonds on behalf of the Institute for Defense Analyses and described the various components of the transaction.

The variable rate bonds carry municipal bond insurance from Ambac and have been remarketed with the addition of a BB&T letter of credit. Prior to the remarketing, the interest rate on the bonds were 4.75%, and the initial rate on the remarketing was 1.5%.

The transaction was structured as a variable rate, negotiated remarketing with ratings of Aa2/VMIG-1 from Moody's Investors Service and AA/A-1+ from Standard and Poor's Rating Services. The bonds have a final maturity of October 1, 2030.

A copy of the Bond Sale Summary for the issue is appended as Exhibit V.

10. **Report on the Sale of NJEFA Revenue Bonds, Saint Peter's College Issue, 2008 Series H, In the Amount of \$5,000,000 and Conversion of Interest Rate on 2007 Series I**

Ms. Darby reported that on July 10, 2008, the Authority closed the 2008 Series H bond issue and the conversion of the 2007 Series I bond issue on behalf of Saint Peter's College and described the various components of the transaction. The proceeds of the 2008 Series H bonds are being used for any or all of the acquisition, construction, renovation, repair and rehabilitation of various College buildings, facilities and equipment, including computer infrastructure wiring, utility systems, roads and grounds, equipment purchases and replacements for academic departments and administrative and supporting units; several new projects, which may include the demolition of existing buildings owned by the College and the acquisition of buildings, all of which provide academic, residential or administrative facilities; and certain costs of issuance.

The 2008 Series H bonds carry a variable rate and were sold to Capital One, N.A. and were swapped to a fixed rate of 3.92%. Concurrently, the Authority converted the taxable fixed interest rate on the outstanding 2000 Series I bonds to a tax exempt rate. The interest rate prior to the conversion was 5.61%, and post conversion it is 3.65%.

The 2008 Series H bonds have a final maturity of July 1, 2018, and the final maturity is January 1, 2013 for the 2007 Series I bonds. The issue successfully closed on July 10, 2008.

A copy of the Bond Sale Summary for the issue is appended as Exhibit VI.

11. **Adoption of Resolution Approving Method of Sale Pursuant to Executive Order No. 26 for the Authority's Montclair State University Issue, In an Approximate Amount of \$27,500,000**

Mr. Anderson reported that the Authority is proposing a negotiated sale on behalf of Montclair State University and recommended the members' approval of the resolution based on volatile market conditions.

The resolution authorizes the negotiated sale of bonds pursuant to Executive Order No. 26 and the Authority's adopted policies and guidelines.

Ms. Style moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REGARDING THE SALE OF NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY REVENUE BONDS, MONTCLAIR STATE UNIVERSITY ISSUE, IN AN
APPROXIMATE AMOUNT OF \$27,500,000

The motion was seconded by Ms. Vazquez and passed unanimously.

The adopted resolution is appended as Exhibit VII.

12. **Approval of Resolution and Form of Legal Documents for the Sale of NJEFA Revenue Bonds, Montclair State University Issue, Series 2008 J, In an Amount Not to Exceed \$32,500,000**

Mr. Anderson reported the details of the proposed Series 2008 J bonds in an amount not to exceed \$32,500,000 on behalf of Montclair State University. The proceeds of the issue will be used for the construction of a student housing facility; capitalized interest on all or a portion of the bonds; a debt service reserve fund (if any); and certain costs of issuance.

The financing is structured as a fixed rate, negotiated transaction with a true interest cost not to exceed 7% and a final maturity not later than July 1, 2043. The issue is tentatively scheduled to be priced the week of September 15, 2008 and to close the week of September 22, 2008.

Mr. Mayer of DeCotiis, Fitzpatrick, Cole & Wisler, LLP, Bond Counsel, described the resolution presented for approval.

Ms. Beardsley moved the adoption of the following entitled resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGGREGATE PRINCIPAL
AMOUNT NOT TO EXCEED \$32,500,000 NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY REVENUE BONDS, MONTCLAIR STATE UNIVERSITY
ISSUE, SERIES 2008 J

The motion was seconded by Ms. Style and passed unanimously.

The term sheet and adopted resolution are appended as Exhibit VIII.

13. **Approval of Resolution and Form of Legal Documents for the Sale of NJEFA Revenue Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 2008 G, H and I, In an Amount Not to Exceed \$300,000,000**

Mr. Anderson reported the details of the proposed Series 2008 G, H and I bonds in an amount not to exceed \$300,000,000 on behalf of the University of Medicine and Dentistry of New Jersey. The proceeds of the bonds will be used to provide funds for the refunding of all or a portion of Certificates of Participation, Series B, C and D, dated November 15, 1989; the Authority's outstanding Series 1995 B and Series 1999 C bonds issued on behalf of the University; the New Jersey Economic Development Authority's outstanding Series 2000 Lease Revenue bonds issued on behalf of the University; the University Care Corporation's outstanding Series 2001 A Lease Revenue Certificates; the University's outstanding 2002 Series B bonds; the University's outstanding 2002 Series A bonds; a deposit to the Debt Service Reserve Fund; and certain costs of issuance (including, if applicable, certain termination fees relating to prior swap agreements).

The Series 2008 G bonds are structured as a variable rate, negotiated transaction and the Series 2008 H and I bonds are structured as a fixed rate and/or term rate, negotiated transaction with a true interest cost not to exceed 8% and a final maturity not later than July 1, 2043. The pricing and closing dates are to be determined.

Mr. Draikiwicz of Gibbons, P.C., Bond Counsel, described the resolution presented for approval.

Ms. Style moved the adoption of the following entitled resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$300,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY VARIABLE RATE REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 G, REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 H, AND REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 I

The motion was seconded by Ms. Beardsley and passed unanimously.

The term sheet and adopted resolution are appended as Exhibit IX.

14. **Approval of an Amended and Restated Resolution for the Sale of NJEFA Revenue Bonds, The Richard Stockton College of New Jersey Issue, Series 2008 A, In an Amount Not to Exceed \$155,000,000**

Mr. Anderson reported the details of the proposed Series 2008 A bonds in an amount not to exceed \$155,000,000 on behalf of The Richard Stockton College of New Jersey. The financing was first approved at the May 28, 2008 meeting and is being presented again with a slightly expanded purpose. The proceeds will be used for the construction and equipping of a new Campus Center; the renovation of College Walk; site and roadway improvements; all or a portion of the cost of constructing, furnishing and equipping a new Unified Science Center;

the current refunding of all of the Authority's outstanding Series 2005 C bonds; capitalized interest on a portion of the bonds; and certain costs of issuance.

The financing is being structured as a fixed rate, negotiated transaction with a true interest cost not to exceed 7% and a final maturity not later than July 1, 2043. The issue is tentatively scheduled to be priced the week of August 4, 2008 and to close the week of August 11, 2008.

Mr. Fearon of Gluck Walrath, LLP, Bond Counsel, described the resolution presented for approval.

Ms. Style moved the adoption of the following entitled resolution:

AMENDED AND RESTATED RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$155,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, THE RICHARD STOCKTON COLLEGE OF NEW JERSEY ISSUE, SERIES 2008 A

The motion was seconded by Ms. Beardsley and passed unanimously.

The term sheet and adopted resolution are appended as Exhibit X.

15. **Approval of Resolution and Form of Legal Documents for the Sale of NJEFA Revenue Bonds, Princeton University Issue, 2008 Series J, In an Amount Not to Exceed \$250,000,000**

Mr. Anderson reported the details of the proposed 2008 Series J bonds in an amount not to exceed \$250,000,000 on behalf of Princeton University. The proceeds of the issue will be used in whole or in part, for the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, the purchase of capital equipment for academic departments and administrative and supporting units, and the construction of academic, administrative and/or student related capital facilities; and certain costs of issuance.

The financing is structured as a fixed rate, competitive transaction with a true interest cost not to exceed 7% and a final maturity not later than July 1, 2043. The issue is tentatively scheduled to be priced the week of September 1, 2008 and to close the week of September 8, 2008.

Mr. Quinn of McCarter & English, LLP, Bond Counsel, described the resolution presented for approval.

Ms. Style moved the adoption of the following entitled resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$250,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY PRINCETON UNIVERSITY REVENUE BONDS, 2008 SERIES J

The motion was seconded by Ms. Vazquez and passed unanimously.

The term sheet and adopted resolution are appended as Exhibit XI.

16. **Approval of Resolution Consenting to Certain Sublease or License Arrangements with Respect to NJEFA Revenue Bonds, Kean University Issue, Series 2005 B**

Ms. Newell reported that the Authority issued the Series 2005 B bonds on behalf of Kean University to finance, *inter alia*, facilities for the East Campus, which includes the Nathan Weiss Graduate College. She advised that repayment is secured by the December 1, 2005 Lease and Agreement by and between the Authority and Kean University. The University requested the Authority's consent to enter, directly or indirectly, into a sublease or license arrangement with Au Bon Pain for the operation of an on-campus café that will be used, in part, to provide opportunities to students of the Graduate College to obtain experience in the food service industry. Ms. Newell reported that bond counsel has advised that the sublease will not affect adversely the tax-exempt status of the bonds.

Ms. Beardsley moved the adoption of the following resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
CONSENTING TO CERTAIN SUBLEASE OR LICENSE ARRANGEMENTS WITH
RESPECT TO PROPERTY LEASED TO KEAN UNIVERSITY IN CONNECTION
WITH THE AUTHORITY'S REVENUE BONDS, KEAN UNIVERSITY ISSUE, SERIES
2005 B

The motion was seconded by Ms. Style and passed unanimously.

The adopted resolution is appended as Exhibit XII.

17. **Report on Operating and Construction Fund Statements**

Ms. Mueller, Controller, reviewed the Results of Operations and Budget Variance Analysis and reported on the status of construction funds and related investments.

Ms. Style moved that the reports be accepted as presented; the motion was seconded by Ms. Vazquez and passed unanimously.

The reports are appended as Exhibit XIII.

18. **Legislative Update**

Ms. Stitt gave an update on H.R. 6308. Ms. Stitt reported that the bill was scheduled for a mark up in the House Financial Services Committee last week but was postponed and that Mr. Anderson sent a letter to Congressman Garrett, the only member of the New Jersey delegation that serves on the Committee, requesting his support for the bill.

Mr. Anderson's letter to Congressman Garrett is appended as Exhibit XIV.

19. **Directors' Update**

Ms. Cannon gave an update on the Authority's Disaster Recovery plan. The Members previously approved a Memorandum of Understanding with the New Jersey Health Care Facilities Financing Authority (NJHCFFA) to set aside space in their respective offices for staff in case of an emergency when access would not be available. She reported that the Authority recently signed a contract with Emtec that includes the purchase of two computers that will be housed at the NJHCFFA offices in Trenton. The software will allow the Authority

to have the equivalent of the servers the Authority currently uses and Emtec will update data at the site periodically.

Ms. Darby reported that the Authority's Underwriter pool will expire at the end of August and that an RFP for Underwriter services will be distributed shortly. Ms. Darby expects to bring the matter to the Authority next month.

20. Presentation of the Authority's Update Website

Ms. Stitt announced that the Authority will be launching its new website on July 31, 2008. The Authority worked with the Office of Information and Technology on development of the site and holds licenses to utilize OIT's content management software to update content on the Authority's site any time of day from any location.

21. Next Meeting Date

Chair Altman announced that the next meeting will be on Wednesday, August 27, 2008 at the Authority's office.

She also reminded everyone of the September 24, 2008 meeting at the College of Saint Elizabeth.

Ms. Style moved that the meeting be adjourned at 11:20 a.m.; the motion was seconded by Ms. Beardsley and passed unanimously.

Respectfully submitted,



Roger L. Anderson
Secretary



RESOLUTION OF APPRECIATION

TO

KEVIN J. COLLINS, ESQ.

WHEREAS, in January 2002, Kevin J. Collins was appointed by The Honorable Donald T. Di Francesco, Governor, State of New Jersey, with the advice and consent of the New Jersey Senate, as a member of the New Jersey Commission on Higher Education (“the Commission”); and

WHEREAS, Mr. Collins served for a period as Chair of the Commission, thereby becoming an ex-officio member of the New Jersey Educational Facilities Authority (the “Authority”) in May 2006, and

WHEREAS, Mr. Collins, while later serving as a member of the Commission, was appointed as the designee of the Chair of the Commission on Higher Education representing him as a member of the Authority; and

WHEREAS, Mr. Collins’ service as a member of the Commission and designee to the Authority ended effective June 2008; and

WHEREAS, Mr. Collins has committed his time, knowledge, expertise and professionalism to the Authority’s Board, staff, and its college and university clients; and

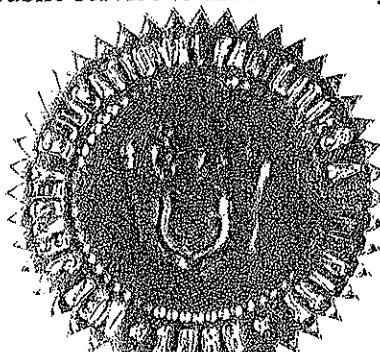
WHEREAS, the Authority’s members and staff wish to acknowledge the contributions that Mr. Collins has made to the Authority and to extend their appreciation for his dedication and service to the Authority and to New Jersey’s higher education community.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby expresses its sincere appreciation to Mr. Collins for his guidance and generous service to the State of New Jersey, thereby benefiting the Authority and New Jersey’s colleges and universities.

BE IT FURTHER RESOLVED, that the many significant contributions of Mr. Collins to the Authority have greatly enhanced the physical facilities of New Jersey’s institutions of higher education, thereby benefiting all of the citizens of the State.

BE IT FURTHER RESOLVED, that the Authority extends its best wishes to Mr. Collins and wishes him much success in all his future endeavors.

BE IT FURTHER RESOLVED, that a copy of this Resolution of Appreciation be given to Mr. Collins as a tribute to his dedicated public service to the New Jersey Educational Facilities Authority.



___ Ms. Beardsley ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Style ___ and upon roll call the following members voted:

AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REPORT ON PENDING PROJECTS
July 23, 2008**

<u>Institution</u>	<u>Project</u>	<u>Estimated Size of Issue</u>	<u>Estimated Pricing Date</u>
<u>Private Institutions</u>			
Seton Hall University	Debt Restructuring	\$80 Million	3rd Q 2008
Princeton University	Acquisition, Construction, Renovation, Installation and Repair of Various Academic, Athletic, Residential and Administrative Facilities on the Main Campus and Forrester Campus	\$250 Million	3rd Q 2008
<u>Public Institutions</u>			
The Richard Stockton College of New Jersey	Renovation and / or Construction of Campus Center and Unified Science Center, College Walk and Site and Roadway Improvements and Debt Restructuring	\$130 Million	August 2008
Montclair State University	Construction of a New Student Housing Facility	\$27.5 Million	September 2008
University of Medicine and Dentistry of New Jersey	Refinancing / Restructuring of Certain Existing Indebtedness	\$275 Million	4th Q 2008
Kean University	Debt Restructuring	\$156 Million	TBD
<u>Programs</u>			
Tax-Exempt Leasing Program	Equipment Leasing for Public/Private Colleges/Universities in New Jersey	Varies	Varies



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BOND SALE SUMMARY

Borrower:	The William Paterson University of New Jersey, Wayne, New Jersey
Issue:	Series 2008 C
Amount:	\$88,670,000
Purpose:	To provide funds to finance: (i) the expansion, renovation and equipping of the existing Science Hall, including, but not limited to, the construction of a 66,000 square foot, three story addition to be comprised of modular research spaces, classrooms and teaching labs; (ii) the refunding of all of the Authority's outstanding Series 1998 D Bonds issued on behalf of the University; and (iii) the payment of certain costs of issuance.
Structure:	Negotiated Sale, Fixed Rate
Final Maturity:	July 1, 2038
True Interest Cost:	4.72%
Net Present Value Savings:	\$223,426 / 4.385%
Bond Ratings:	Aaa - Moody's Investors Service AAA - Fitch Ratings
Bond Insurer:	Assured Guaranty Corp.
Pricing:	June 17, 2008
Closing:	June 26, 2008

Professionals on the Transaction:

Bond Counsel:	Windels, Marx, Lane & Mittendorf, LLP
Authority's Counsel:	Attorney General of New Jersey
Financial Advisor:	Public Financial Management, Inc.
Senior Manager:	RBC Capital Markets
Co-Managers:	Banc of America Securities LLC
	Prager, Sealy & Co., LLC
	Siebert Brandford Shank & Co., LLC
Underwriters' Counsel:	Cozen O'Connor
Trustee:	The Bank of New York
Escrow Agent:	US Bank, National Association
Trustee/Escrow Agent's Counsel:	McManimon & Scotland, LLC
Verification Agent:	Causey Demgen & Moore, Inc.



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BOND SALE SUMMARY

Borrower: Drew University, Madison, New Jersey

Issue: 2008 Series I

Amount: \$12,000,000

Purpose: To provide funds to finance: (i) certain capital improvements to the University's campus facilities; and (ii) the payment of certain costs of issuance.

Structure: Direct Purchase

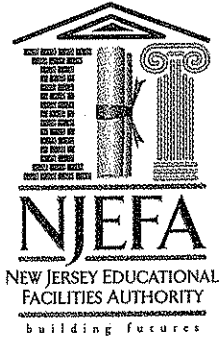
Interest Rate: 74% of the Sum of: 30-day LIBOR plus 0.85%

Final Maturity: June 1, 2021

Closing: June 26, 2008

Professionals on the Transaction:

Bond Counsel:	McManimon & Scotland, LLC
Authority's Counsel:	Attorney General of New Jersey
Borrower's Counsel:	Boyar, Suozzo & Motyczka, P.A.
Purchaser/Escrow Agent:	TD Bank, National Association
Purchaser/Escrow Agent's Counsel:	Hill Wallack LLP



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BOND SALE SUMMARY

Borrower: Institute for Defense Analyses, Princeton, New Jersey

Issue: 2000 Series D Remarketing

Amount: \$15,015,000

Purpose: To remarket all of the Authority's outstanding 2000 Series D bonds issued on behalf of the Institute with a Letter of Credit.

Structure: Variable Rate, Negotiated Remarketing

Final Maturity: October 1, 2030

Initial Interest Rate: 1.50%

Bond Ratings: Aa2 / VMIG-1 - Moody's Investors Service
AA / A-1+ - Standard & Poor's Rating Services

Credit Enhancement: Branch Banking and Trust Company (LOC)

Bond Insurer: Ambac Assurance Corporation

Remarketing: June 26, 2008

Closing: June 26, 2008

Professionals on the Transaction:

Bond Counsel:	McManimon & Scotland, LLC
Authority's Counsel:	Attorney General of New Jersey
Borrower's Counsel:	Arent Fox Kitner Plotkin & Fox
Remarketing Agent:	Shattuck Hammond Partners, a division of Morgan Keegan & Company, Inc.
Remarketing Agent's Counsel:	Hawkins, Delafield & Wood LLP
Trustee:	Wells Fargo Bank, N.A.
Trustee' Counsel:	In-House Counsel
Letter of Credit Provider:	Branch Banking and Trust Company
LOC Provider's Counsel:	Moore & Van Allen PLLC



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BOND SALE SUMMARY

Borrower: Saint Peter's College, Jersey City, New Jersey

Issue: 2008 Series H and 2007 Series I (Conversion)

Amount:

2008 Series H	\$5,000,000
2007 Series I	\$3,728,461.61

Purpose:

2008 Series H To provide funds to finance: (i) the acquisition, construction, renovation, repair and rehabilitation of various College buildings and facilities and equipment, including computer infrastructure wiring, utility systems, roads and grounds, equipment purchases and replacements for academic departments and administrative and supporting units; (ii) the undertaking of several new projects, which may include the demolition of existing buildings owned by the College and the acquisition of buildings, all of which provide academic, residential or administrative facilities; and (iii) the payment of certain costs of issuance.

2007 Series I The conversion of the Authority's outstanding 2007 Series I Bonds issued on behalf of the College from Taxable to Tax-Exempt Bonds.

Structure:

2008 Series H	Variable Rate, Swapped to Fixed Rate, Direct Purchase
2007 Series I	Conversion from Taxable to Tax-Exempt Fixed Rate

Final Maturity:

2008 Series H	July 1, 2018
2007 Series I	January 1, 2013

Swap Rate:

2008 Series H 3.92%

Interest Rate:

2007 Series I 3.65%

Pricing: July 7, 2008

Closing: July 10, 2008

Professionals on the Transaction:

Bond Counsel:	Gluck Walrath LLP
Authority's Counsel:	Attorney General of New Jersey
Borrower's Counsel:	Schumann Hanlon LLC
Borrower's Special Counsel:	Cozen O'Connor
Purchaser:	Capital One, N.A.
Purchaser's Counsel:	DeCotiis, FitzPatrick, Cole & Wisler LLP
Master Trustee:	Capital One, N.A.
Master Trustee's Counsel:	DeCotiis, Fitzpatrick, Cole & Wisler, LLP
Trustee:	The Bank of New York Mellon
Trustee's Counsel:	McManimon & Scotland, LLC
Borrower's Financial Advisor:	NW Financial Group, LLC
Swap Advisor:	PFM Asset Management LLC
Swap Provider:	Capital One, N.A.

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REGARDING THE SALE OF NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, MONTCLAIR STATE UNIVERSITY ISSUE, IN AN APPROXIMATE AMOUNT OF \$27,500,000 (the "Bonds")

WHEREAS: The New Jersey Educational Facilities Authority (the "Authority"), pursuant to Executive Order No. 26, has adopted policies, procedures, and criteria for the sale of its bonds, notes and other obligations; and

WHEREAS: The Authority has received a request from Montclair State University (the "Public College") for a loan in an amount of approximately \$27.5 million; and

WHEREAS: The proceeds of the loan will be used for the construction of an approximately 270-bed student housing facility; and

WHEREAS: It is the Authority's policy to sell its bonds on a competitive basis; and

WHEREAS: The proposed bond issue involves certain circumstances under which a negotiated bond sale is permissible as outlined in Executive Order No. 26 and the Authority's adopted policies, procedures, and criteria, including volatile market conditions; and

WHEREAS: The Authority will select and appoint an underwriter from the Authority's pool of underwriting firms, which pool was selected in accordance with Executive Order No. 26 and the Authority's adopted policies, procedures, and criteria, to serve as underwriter for this transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

SECTION 1. The Authority authorizes the sale of the Bonds on a negotiated basis, the proceeds of which will be loaned to the Public College for use as described herein.

SECTION 2. The Authority authorizes the sale of the Bonds on a negotiated basis because the financing involves the following circumstances:

- Volatile market conditions

SECTION 3. The Authority also authorizes the Executive Director to select and appoint an underwriter for the negotiated sale of the Bonds in accordance with Executive Order No. 26 and the Authority's adopted policies, procedures, and criteria.

RESOLUTION AUTHORIZING THE ISSUANCE OF AN
AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED
\$32,500,000 NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY REVENUE BONDS, MONTCLAIR STATE
UNIVERSITY ISSUE, SERIES 2008 J

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey (the "State") pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), *N.J.S.A. 18A:72A-1 et seq.* (the "Act"); and

WHEREAS, Montclair State University (the "Public University") has determined it is necessary and advisable to undertake a project (the "Series 2008 J Project") consisting of: (i) construction of a student housing facility; (ii) funding capitalized interest on the Series 2008 J Bonds (defined below); (iii) funding a debt service reserve fund for the Series 2008 J Bonds, if any, and (iii) paying certain costs incidental to the issuance and sale of the Series 2008 J Bonds; and

WHEREAS, the Authority, at the request of the Public University, has determined that it is necessary and in keeping with its authorized purposes to issue a series of bonds to be designated "New Jersey Educational Facilities Authority Revenue Bonds, Montclair State University Issue, Series 2008 J" (the "Series 2008 J Bonds") for the purpose of providing funds to finance all or a portion of the Series 2008 J Project; and

WHEREAS, the repayment of the Series 2008 J Bonds will be secured by a Lease and Agreement by and between the Authority and the Public University (the "Agreement") pursuant to which the Authority will lease the Series 2008 J Project to the Public University; and

WHEREAS, the Series 2008 J Bonds will be issued under and secured by a Trust Indenture (the "Indenture") to be entered into by and between the Authority and a trustee to be designated by an Authorized Officer of the Authority (as defined herein) (the "Trustee"); and

WHEREAS, the Authority desires to approve the form of and authorize the distribution of a Preliminary Official Statement and final Official Statement with respect to the Series 2008 J Bonds, to authorize an Authorized Officer to deem said Preliminary Official Statement final and to authorize the preparation and distribution of a final Official Statement to be used in connection with the offering and sale of the Series 2008 J Bonds; and

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue under the Indenture the Series 2008 J Bonds herein authorized for the purpose of financing all or any combination of the purposes enumerated above; and

WHEREAS, pursuant to Section 8(c) of the Act, the bonds of the Authority shall be authorized by resolution of the members of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

ARTICLE I

AUTHORIZATION OF SERIES 2008 J BONDS AND APPROVAL OF DOCUMENTS

1.1 Purpose of Issuance of the Series 2008 J Bonds.

The Authority hereby declares the Series 2008 J Project to be an authorized undertaking of the Authority and authorizes and directs the Chair, Vice-Chair, Executive Director, Deputy Executive Director, Director of Project Management, Secretary or any Assistant Secretary and any other person authorized by resolution of the Authority, and any of such officers designated as "acting" or "interim" (each an "Authorized Officer") to execute and deliver all documents necessary to enable the Authority, as permitted by the Act, to finance, on behalf of the Public University, the costs of the Series 2008 J Project, in whole or in part.

1.2 Authorization of the Series 2008 J Bonds.

(a) The Authority hereby authorizes the issuance of the Series 2008 J Bonds, in the aggregate principal amount not to exceed \$32,500,000, in order to finance, on behalf of the Public University, the costs of the Series 2008 J Project, in whole or in part.

(b) The Series 2008 J Bonds shall be issued in fully registered form, shall be in the denominations, and shall be numbered as shall be provided in the Indenture. The Series 2008 J Bonds shall be dated, bear interest, mature and be executed and authenticated as shall be set forth in the Indenture; provided, however, that the final maturity date of the Series 2008 J Bonds will be no later than July 1, 2043. The Series 2008 J Bonds shall bear interest at a fixed rate as described in the Indenture, with a true interest cost for the Series 2008 J Bonds not to exceed 7.00% per annum. The Series 2008 J Bonds shall be subject to redemption as provided in the Indenture; provided, however, that the redemption premium, if any, on the redemption of the Series 2008 J Bonds, shall not exceed 5.00% of the principal amount redeemed.

(c) The Series 2008 J Bonds shall be in substantially the form set forth in the Indenture, with such insertions, omissions or variations as may be necessary or appropriate, as approved by an Authorized Officer, with the advice of DeCotiis, FitzPatrick, Cole & Wisler, LLP, bond counsel to the Authority ("Bond Counsel"), and the Attorney General of the State of New Jersey (the "State").

(d) Following the execution of the Series 2008 J Bonds, any Authorized Officer is hereby authorized to deliver the executed Series 2008 J Bonds to the Trustee for authentication and, after authentication, to cause the delivery of such Series 2008 J Bonds to the purchaser or purchasers thereof against receipt of the purchase price or unpaid balance thereof.

1.3 Approval of Preliminary Official Statement and Final Official Statement.

The preparation and distribution of the Preliminary Official Statement relating to the Series 2008 J Bonds (in the form presented at this meeting) are hereby approved (a copy of which shall be filed with the records of the Authority) with such insertions, deletions and changes therein and any supplements thereto as may be approved by an Authorized Officer with

the advice of Bond Counsel and the Attorney General of the State. Any Authorized Officer is hereby authorized to “deem final” the Preliminary Official Statement in accordance with Rule 15(c)2-12 of the Securities and Exchange Commission, if applicable.

Any Authorized Officer is hereby authorized and directed to execute and deliver the final Official Statement (the “Official Statement”), in substantially the form of the Preliminary Official Statement, with such changes, insertions and alterations as the Authorized Officer executing the same shall approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by the execution thereof by such Authorized Officer.

1.4 Approval of Agreement.

The form of the Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to the Agreement with the Public University in substantially such form, with such insertions and changes therein (including, without limitation, the date thereof) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer’s execution thereof.

1.5 Approval of Indenture.

The form of the Indenture by and between the Authority and the Trustee presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority), is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to the Indenture in substantially such form, with such insertions and changes therein (including, without limitation, the date thereof and the initial interest payment date contained therein and provisions, if any, relating to a policy of insurance insuring principal and interest when due on the Series 2008 J Bonds) and any supplements thereto as the Authorized Officer executing the same may approve, with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer’s execution thereof.

1.6 Appointment of Trustee.

Any Authorized Officer is hereby directed and authorized to select, via a competitive process, a bank to act as the initial trustee (the “Trustee”) under the Indenture. The Trustee shall signify its acceptance of the duties and obligations imposed upon it by the Indenture by the Trustee’s execution and delivery thereof.

1.7 Bond Insurance Authorized.

Any Authorized Officer is hereby authorized to select a municipal bond insurer or insurers (the “Bond Insurer”) for the Series 2008 J Bonds (i) to the extent that such Authorized

Officer determines that bond insurance is necessary or desirable in order to market the Series 2008 J Bonds, (ii) to execute a commitment letter for the issuance of a bond insurance policy or policies (collectively, the "Policy") by such Bond Insurer (or a certificate evidencing selection of the Bond Insurer), (iii) to carry out the Authority's obligations thereunder (including payment of the premium for the Policy), and (iv) to accept the terms and conditions relating to the Series 2008 J Bonds required by the Bond Insurer as a condition to the issuance of the Policy and to incorporate such terms and conditions in the Indenture, the Agreement, the Preliminary Official Statement and the Official Statement, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State.

1.8 Continuing Disclosure.

Pursuant to the Agreement, the Public University has undertaken and will undertake all responsibility for compliance with continuing disclosure requirements, and the Authority shall have no liability to the holders of the Series 2008 J Bonds or any other person with respect to such disclosure matters. The form of the Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") by and between the Public University and the Trustee, as Dissemination Agent presented at this meeting (a copy of which shall be filed with the records of the Authority) is hereby approved. The Trustee shall be appointed to act as Dissemination Agent under the Continuing Disclosure Agreement and the Trustee shall comply with and carry out all of the obligations imposed on the Dissemination Agent under the Continuing Disclosure Agreement and the Agreement. The failure of the Public University to comply with the requirements of the Continuing Disclosure Agreement shall not constitute a default under the Indenture or the Agreement.

1.9 Approval of Contract of Purchase.

Any Authorized Officer of the Authority is hereby authorized to execute and deliver on behalf of the Authority a Contract of Purchase (the "Contract of Purchase") by and among the Authority, the Public University and Lehman Brothers Inc. and any additional underwriters appointed pursuant to this Section 1.9, in the form presented to this meeting with such insertions and changes as shall be approved by an Authorized Officer with the advice of Bond Counsel and the Attorney General of the State (such approval to be evidenced conclusively by such Authorized Officer's execution thereof) for the purchase of the Series 2008 J Bonds at the price or prices to be agreed upon; provided, however, that the underwriter's discount for the Series 2008 J Bonds shall not exceed \$10.00 per \$1,000.00 of the principal amount thereof. A copy of the Contract of Purchase as executed shall be filed with the records of the Authority.

The Authority hereby delegates to an Authorized Officer the appointment and determination of any co-managers, which firms shall be selected from the list previously approved by the Authority.

1.10 Authorization to Invest Bond Proceeds and Certain Funds.

Any Authorized Officer is authorized to enter into or direct the Trustee to enter into one or more agreements to invest the proceeds of the Series 2008 J Bonds in Investment Obligations (as defined in the Indenture), which includes investment agreements and repurchase agreements, in the event that such Authorized Officer determines, in consultation with and with the consent of the Public University, that it is advantageous to the Public University for the Authority to invest any proceeds of the Series 2008 J Bonds in Investment Obligations, which includes investment agreements and repurchase agreements.

ARTICLE II

MISCELLANEOUS

2.1 Incidental Action.

The Authorized Officers are hereby authorized and directed to execute and deliver such other documents, certificates, directions and notices, and to take such other action as may be necessary or appropriate in order to: (i) effectuate the execution and delivery of the Contract of Purchase, the Agreement, the Indenture and the Official Statement and the sale and issuance of the Series 2008 J Bonds; (ii) implement the DTC book-entry only system for the Series 2008 J Bonds, (iii) maintain the tax-exempt status of the interest on the Series 2008 J Bonds (including the preparation and filing of any information reports or other documents with respect to the Series 2008 J Bonds as may at any time be required under Section 149 of the Internal Revenue Code of 1986, as amended, and any regulations thereunder), (iv) obtain the Policy, and (v) to enter into, or cause to be entered into, one or more agreements to invest the proceeds of the Series 2008 J Bonds in Investment Obligations, which includes investment agreements and repurchase agreements.

2.2 Prior Resolutions.

All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

2.3 Effective Date.

This Resolution shall take effect in accordance with the Act.

_____Ms. Beardsley___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Style___ and upon roll call the following members voted:

AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.



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TERM SHEET

Borrower: University of Medicine and Dentistry of New Jersey,
Newark, New Jersey

Issues: Series 2008 G, Series 2008 H and Series 2008 I

Amount: Aggregate Amount Not to Exceed \$300,000,000

Purposes:

Series 2008 G

To provide funds to finance: (i) the refunding of all or a portion of (a) Certificates of Participation, Series B, Series C and Series D, dated November 15, 1989, (b) the Authority's outstanding Series 1995 B Bonds issued on behalf of the University, (c) the Authority's outstanding Series 1999 C Bonds issued on behalf of the University, (d) New Jersey Economic Development Authority's outstanding Series 2000 Lease Revenue Bonds issued on behalf of the University, (e) the University Care Corporation's outstanding Series 2001 A Lease Revenue Certificates, (f) the University's outstanding 2002 Series B Bonds, (g) the University's outstanding 2002 Series A Bonds (collectively the "Bonds to be Refunded"); and (ii) the payment of certain costs of issuance (including, if applicable, certain termination fees relating to prior swap agreements).

**Series 2008 H and
Series 2008 I**

To provide funds to finance: (i) the refunding of all or a portion of the Bonds to be Refunded; (ii) the funding of a deposit to the Debt Service Reserve Fund; and (iii) the payment of certain costs of issuance, (including, if applicable, certain termination fees relating to prior swap agreements).

Security: General Obligation of the University

Structures:

2008 Series G	Variable Rate, Negotiated Sale
2008 Series H and 2008 Series I	Fixed Rate and/or Term Rate, Negotiated Sale

Terms:

2008 Series G	No later than July 1, 2043
2008 Series H and 2008 Series I	No later than July 1, 2043

Initial Interest Rate:

2008 Series G	Not to Exceed 8.00%
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**True Interest Cost /
Initial Interest Rate:**

2008 Series H and 2008 Series I	Not to Exceed 8.00%
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Expected Bond Ratings: To Be Determined

Bond Insurance: To Be Determined

LOC Provider: Bank of America, N.A.

Tentative Pricing: To Be Determined

Tentative Closing: To Be Determined

The Authority Members will be asked to adopt a Resolution authorizing the issuance of the Series 2008 G, Series 2008 H and Series 2008 I Bonds which outlines the various parameters of the financing; authorizes the sale and issuance of each series of bonds, and any additional series that may be determined advantageous and necessary; authorizes and approves the form of all legal documents necessary for the financing, including Trust Indentures between the Authority and the Trustee, Loan Agreements, Mortgage and Security Agreements (if any), an Intercreditor Agreement, Remarketing Agreements, Reimbursement Agreements, a Continuing Disclosure Agreement, Escrow Deposit Agreements, the forms of Preliminary Official Statements and Official Statements, and Contracts of Purchase; and delegate to any Authorized Officer the ability to take all actions as may be necessary to sell and issue the bonds, execute the Contracts of Purchase with the Underwriters, as well as all other bond documents, and finalize this transaction.

Professionals on the Transaction:

Bond Counsel:	Gibbons P.C.
Authority's Counsel:	Attorney General of New Jersey
Borrower's Counsel:	Drinker, Biddle & Reath, LLP
Financial Advisor:	Acacia Financial Group, Inc.
Senior Manager:	Morgan Stanley & Co., Inc.
Co-Managers:	To Be Determined
Underwriters' Counsel:	Hawkins, Delafield & Wood
Trustee/Escrow Agent:	To Be Determined
Trustee/Escrow Agent's Counsel:	To Be Determined
Swap Advisor:	PFM Asset Management LLC
Verification Agent:	To Be Determined

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

RESOLUTION
AUTHORIZING THE ISSUANCE OF
AN AGGREGATE PRINCIPAL AMOUNT
NOT TO EXCEED \$300,000,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
VARIABLE RATE REVENUE REFUNDING BONDS,
UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 G
REVENUE REFUNDING BONDS,
UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 H
AND
REVENUE REFUNDING BONDS,
UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 I

Adopted: July 23, 2008

RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$300,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY VARIABLE RATE REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 G, REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 H AND REVENUE REFUNDING BONDS, UNIVERSITY OF MEDICINE AND DENTISTRY OF NEW JERSEY ISSUE, SERIES 2008 I.

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey (the "State") pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), *N.J.S.A. 18A:72A-1 et seq.* (the "Act"); and

WHEREAS, the University of Medicine and Dentistry of New Jersey (the "Public University") has determined it is necessary and advisable to undertake a project (the "Series 2008 G Project") consisting of: (i) the refunding of all or a portion of (a) Certificates of Participation, Evidencing Undivided Interests of the Owners thereof in Basic Rent Payments to be made by the University of Medicine and Dentistry of New Jersey, Series B, Series C and Series D, dated November 15, 1989; (b) the Authority's Revenue Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 1995 B, dated December 1, 1995; (c) the Authority's Revenue Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 1999 C, dated June 15, 1999; (d) New Jersey Economic Development Authority Lease Revenue Bonds (International Center for Public Health Project) Series 2000 - University of Medicine and Dentistry of New Jersey, dated January 1, 2000; (e) University Care Corporation University Lease Revenue Certificates Series 2001A, dated the date of delivery; (f) the University of Medicine and Dentistry of New Jersey Bonds, 2002 Series A dated May 1, 2002; and (g) the University of Medicine and Dentistry of New Jersey Variable Rate Demand Bonds, 2002 Series B, dated May 1, 2002 (the bonds selected to be refunded by an Authorized Officer (as defined herein) are referred to herein collectively as the "Bonds to be Refunded"); and (ii) paying certain costs incidental to the issuance and sale of the Series 2008 G Bonds (as defined herein), including, if applicable, certain termination fees; and

WHEREAS, the Public University has determined it is necessary and advisable to undertake a project (the "Series 2008 H/I Project" and together with the Series 2008 G Project, the "Project") consisting of (i) the refunding of all or a portion of the Bonds to be Refunded; (ii) the funding of a deposit to the Debt Service Reserve Fund; and (iii) the payment of certain costs incidental to the issuance and sale of the Series 2008 H Bonds and Series 2008 I Bonds (each as defined herein), including, if applicable, certain termination fees; and

WHEREAS, the Authority, at the request of the Public University, has determined that it is necessary and in keeping with its authorized purposes to issue a series of bonds to be designated "New Jersey Educational Facilities Authority Variable Rate Revenue Refunding Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 2008 G" (the "Series 2008 G Bonds") for the purpose of providing funds to finance all or a portion of the Series 2008 G Project; issue a series of bonds to be designated the "New Jersey Educational Facilities Authority Revenue Refunding Bonds, University of Medicine and Dentistry of New Jersey Issue,

Series 2008 H (the "Series 2008 H Bonds"); and issue a series of bonds to be designated the "New Jersey Educational Facilities Authority Revenue Refunding Bonds, University of Medicine and Dentistry of New Jersey Issue, Series 2008 I (the "Series 2008 I Bonds, together with the Series 2008 G Bonds and the Series 2008 H Bonds, the "Bonds") (the Series 2008 H Bonds and the Series 2008 I Bonds are collectively referred to herein as the "Series 2008 H/I Bonds") for the purpose of providing funds to finance all or a portion of the Project; and

WHEREAS, the repayment of the Bonds will be secured by one or more Loan Agreements each dated as of September 1, 2008 by and between the Authority and the Public University (each a "Loan Agreement" and together the "Agreements") pursuant to which the Authority will loan the proceeds of the Bonds to the Public University and wherein the Public University agrees to, among other things, make certain loan payments to the Authority, all as set forth in the Agreements; and

WHEREAS, as security for its obligations under the Agreements, the Public University may execute and deliver one or more Mortgages dated as of September 1, 2008 (the "Mortgages") granting the Authority, as mortgagee (the "Mortgagee") a first lien on the property described therein; and

WHEREAS, the Bonds will be issued under and secured by one or more Trust Indentures (each an "Indenture" and together the "Indentures") to be entered into by and between the Authority and a trustee to be designated by an Authorized Officer of the Authority (as defined herein) (together with its successors in trust, each a "Trustee" and together the "Trustees"); and

WHEREAS, the Authority desires to approve the form of and authorize the distribution of a Preliminary Official Statement and final Official Statement with respect to the Bonds, to authorize the appropriate officers of the Authority to deem said Preliminary Official Statement final and to authorize the preparation and distribution of a final Official Statement to be used in connection with the offering and sale of the Bonds with a separate Preliminary Official Statement and Official Statement for each of Series 2008 G Bonds and the Series 2008 H/I Bonds; and

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue under the applicable Indenture the Series 2008 G Bonds and the Series 2008 H/I Bonds herein authorized for the purpose of financing all or any combination of the purposes enumerated above; and

WHEREAS, pursuant to Section 8(c) of the Act, the bonds of the Authority shall be authorized by resolution of the members of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

ARTICLE I

AUTHORIZATION OF BONDS, AND APPROVAL OF DOCUMENTS

1.1 Purpose of Issuance of the Bonds.

The Authority hereby declares the Project to be an authorized undertaking of the Authority and authorizes and directs the Chair, Vice-Chair, Executive Director, Deputy Executive Director, Director of Project Management, Secretary or any Assistant Secretary and any other person authorized by resolution of the Authority, and any of such officers designated as “acting” or “interim” (each an “**Authorized Officer**”) to execute and deliver all documents necessary to enable the Authority, as permitted by the Act, to finance, on behalf of the Public University, the costs of the Project, in whole or in part.

1.2 Authorization of the Bonds.

(a) The Authority hereby authorizes the issuance of the Series 2008 G Bonds, the Series 2008 H Bonds and the Series 2008 I Bonds, in an aggregate principal amount not to exceed \$300,000,000, in order to finance, on behalf of the Public University, the costs of the Series 2008 G Project and Series 2008 H/I Project, respectively, in whole or in part.

(b) Any Authorized Officer is hereby authorized to execute and deliver on behalf of the Authority a contract of purchase or contracts of purchase (each a “Contract of Purchase” and collectively, the “Contracts of Purchase”) by and among the Authority, Morgan Stanley & Co. Incorporated (the “Underwriter”), on behalf of itself and any additional underwriters appointed pursuant to Section 1.2(c) hereof and the Public University in substantially the forms presented to this meeting with such changes as shall be approved by an Authorized Officer, with the advice of Gibbons P.C., bond counsel to the Authority (“Bond Counsel”) and the Attorney General of the State of New Jersey (the “State”) (such approval to be evidenced conclusively by such Authorized Officer’s execution thereof) for the purchase of the Bonds at the price or prices to be agreed upon; provided; however, that the Underwriters’ discount for the Bonds shall not exceed \$8.00 per \$1,000.00 of the principal amount. A copy of the Contracts of Purchase as executed shall be filed with the records of the Authority.

(c) The Chair, the Vice-Chair, the Executive Director and the Director of Project Management are hereby authorized to appoint any additional underwriters from the list previously approved by the Authority to purchase the Bonds as members of an underwriting syndicate headed by the Underwriter.

(d) The Bonds shall be issued in fully registered form, shall be in the denominations, and shall be numbered as shall be provided in the Indentures. The Bonds shall be dated, bear interest, mature and be executed and authenticated as shall be set forth in the Indentures; provided, however, that the final maturity date of the Series 2008 G Bonds will be no later than July 1, 2043 and the final maturity date of the Series 2008 H/I Bonds will be no later than July 1, 2043. The Series 2008 G Bonds shall bear interest at a variable rate as described in the applicable Indenture, at an initial rate for such series of Bonds not to exceed 8%. The Series 2008 H/I Bonds shall bear interest either (i) at a fixed rate as described in the applicable

Indenture, with a true interest cost for such series of Bonds not to exceed 8% per annum, or (ii) at a variable rate as described in the applicable Indenture, at an initial rate for such series of Bonds not to exceed 8% and for an initial interest rate period no later than July 1, 2018. The Bonds shall be subject to redemption as provided in the applicable Indenture; provided, however, that the redemption premium, if any, on each series of the Bonds shall not exceed 105%.

(e) The Bonds shall be in substantially the forms set forth in the applicable Indenture, with such insertions, omissions or variations as may be necessary or appropriate, as approved by an Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State.

(f) Following the execution of each series of Bonds, any Authorized Officer is hereby authorized to deliver the executed Bonds to the applicable Trustee for authentication and, after authentication, to cause the delivery of such Bonds to the Underwriter or its agent against receipt of the purchase price or unpaid balance thereof.

(g) In the event any Authorized Officer determines, in consultation with the Public University, that it would be advantageous to cause the Bonds to be issued in series other than as described in paragraph (a) above, such Authorized Officer is hereby delegated and is authorized to designate an alternate allocation of series and additional series (with corresponding alterations to the designations, applicable letters of credit and Banks (as hereinafter defined), and applicable Remarketing Agents (as hereinafter defined)).

1.3 Approval of Preliminary Official Statement and Final Official Statements.

The form of the Preliminary Official Statement relating to the Series 2008 G Bonds and the Series 2008 H/I Bonds, respectively, presented at this meeting is hereby approved (copies of which shall be filed with the records of the Authority) and distribution by the Underwriter of one or more Preliminary Official Statements relating to the Bonds is hereby authorized in substantially such form, with such insertions, deletions and changes therein and any supplements thereto as may be approved by an Authorized Officer with the advice of Bond Counsel and the Attorney General of the State. Any Authorized Officer is hereby authorized to "deem final" the Preliminary Official Statements in accordance with Rule 15(c)2-12 of the Securities and Exchange Commission, if applicable.

Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver one or more final Official Statements (the "**Official Statements**"), in substantially the forms of the applicable Preliminary Official Statement, with such changes, insertions and alterations as the Authorized Officer executing same shall approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by the execution thereof by such Authorized Officer.

1.4 Approval of Agreements and Mortgages.

The form of the Agreement relating to the Series 2008 G Bonds and the forms of the Agreement relating to the Series 2008 H/I Bonds presented to the meeting at which this Resolution is adopted (a copy of each of which shall be filed with the records of the Authority) are hereby approved. An Authorized Officer is hereby delegated and is authorized to select the form of the Agreement to be utilized to finance the Series 2008 H/I Project. If necessary, any Authorized Officer is hereby authorized and directed to execute multiple Agreements by and between the Authority and the Public University in order to effectuate the financing of the Project, such approval to be evidenced by such Authorized Officer's execution thereof. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to the Agreements with the Public University in substantially such form, with such changes therein (including, without limitation, the date thereof) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer's execution thereof.

For purposes of securing the payments to be made by the Public University under the Agreements, if such security is desired, the form of the Mortgages presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to the Mortgages with the Public University in substantially such forms, with such changes therein (including, without limitation, the date thereof) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer's execution thereof.

If a different form of security, other than the Mortgages which may be utilized as described above, is desired for purposes of securing the payments to be made by the Public University under the Agreements, then any Authorized Officer is hereby authorized and directed to negotiate such security with the Public University, and accept the terms and conditions, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State. Any Authorized Officer is authorized and directed to execute and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to such document.

Any Authorized Officer is also hereby authorized to determine that no form of security is desired for purpose of securing the payments to be made by the Public University under the Agreements.

1.5 Approval of Indentures.

The form of the Indenture relating to the Series 2008 G Bonds and the forms of Indenture relating to the Series 2008 H/I Bonds each by and between the Authority and the applicable Trustee presented to the meeting at which this Resolution is adopted (copies of which shall be

filed with the records of the Authority), are hereby approved. An Authorized Officer is hereby delegated and is authorized to select the form of the Indenture to be utilized to finance the Series 2008 H/I Project. If necessary, any Authorized Officer is hereby authorized and directed to execute multiple Indentures by and between the Authority and the Trustee in order to effectuate the financing of the Project, such approval to be evidenced by such Authorized Officer's execution thereof. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to, the Indentures in substantially such form, with such insertions and changes therein (including, without limitation, the date thereof and the initial interest payment date contained therein and provisions relating to a policy of insurance insuring principal and interest when due on the Bonds and provisions relating to letters of credit securing principal, interest and purchase price when due on the Bonds) and any supplements thereto as the Authorized Officer executing the same may approve, with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer's execution thereof.

1.6 Approval of Intercreditor Agreement.

The form of the Intercreditor Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority), is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to, the Intercreditor Agreement in substantially such form, with such insertions and changes therein and any supplements thereto as the Authorized Officer executing the same may approve, with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer's execution thereof.

1.7 Appointment of Escrow Agent; Approval of Escrow Deposit Agreements for the Bonds to be Refunded; Appointment of Verification Agent.

(a) Any Authorized Officer is hereby directed and authorized to select an escrow agent or escrow agents for the Bonds to be Refunded (collectively, the "Escrow Agent") under one or more Escrow Deposit Agreements by and between the Escrow Agent and the Authority (collectively, the "**Escrow Deposit Agreement**") authorized in this Section 1.7. The form of the Escrow Deposit Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved as the form of one or more Escrow Deposit Agreements for the Bonds to be Refunded. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver the Escrow Deposit Agreement with the Public University and the Escrow Agent, in substantially such form, with such changes therein (including, without limitation, the date thereof) and any supplements thereto as the Authorized Officer executing the same may approve, with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

(b) Any Authorized Officer is hereby directed and authorized to appoint via a competitive selection process, a verification agent to determine all matters

necessary in order to implement the Series 2008 G Project and the Series 2008 H/I Project, respectively, including without limitation determining the yield on the funds held by the Escrow Agent (if applicable) under the Escrow Deposit Agreement and the sufficiency of such funds to implement the Series 2008 G Project and the Series 2008 H/I Project, respectively.

1.8 Appointment of Trustee.

Any Authorized Officer is hereby directed and authorized to appoint, via a competitive selection process, a trustee or trustees to act as the initial trustee or trustees (collectively, the “Trustee”) under the Indentures. The Trustee shall signify its acceptance of the duties and obligations imposed upon it by the Indentures by the Trustee’s execution and delivery thereof.

1.9 Authorization of Swaps.

If the Public University elects to utilize, in whole or in part, any interest rate swaps, to manage the interest rate costs of the Public University (the “Swaps”) in connection with the Series 2008 G Bonds, then any Authorized Officer is hereby authorized and directed to negotiate or renegotiate, on behalf of the Public University, one or more Swaps, which becomes effective or is to be terminated on a date certain on or before the issuance of the Series 2008 G Bonds, and accept the terms and conditions, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State; provided that the Public University must indicate its election to the use of any such Swaps in writing. Any Authorized Officer is hereby authorized and directed to execute and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to, any and all Swaps. Any Authorized Officer is authorized to enter into such other agreements, documents or instruments in connection with entry into any and all Swaps (including without limitation any agreement necessary to evidence the obligation of the Public University to satisfy all payment and performance obligations under the Agreement relating to the Swaps) (collectively, the “Related Swap Documents”), as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel. Any Authorized Officer is further authorized to execute and deliver the Related Swap Documents in the form approved by the Authorized Officer executing such Related Swap Documents, such execution to be conclusive evidence of the approval thereof.

1.10 Bond Insurance Authorized.

Any Authorized Officer is hereby authorized to select a municipal bond insurer or insurers (the “Bond Insurer”) for the Series 2008 H Bonds and the Series 2008 I Bonds to the extent that such Authorized Officer determines that bond insurance is necessary or desirable in order to market the Series 2008 H Bonds and the Series 2008 I Bonds, (i) to execute a commitment letter for the issuance of a bond insurance policy or policies (collectively, the “Policy”) by such Bond Insurer (or a certificate evidencing selection of the Bond Insurer), (ii) to carry out the Authority’s obligations thereunder (including payment of the premium for the Policy), and (iii) to accept the terms and conditions relating to the Series 2008 H Bonds and the Series 2008 I Bonds required by the Bond Insurer as a condition to the issuance of the Policy and to incorporate such terms and conditions in the Indenture, the Agreement, the Preliminary Official Statement and the Official Statement, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State.

1.11 Continuing Disclosure.

Pursuant to the applicable Agreement, the Public University has undertaken all responsibility for compliance with continuing disclosure requirements, and the Authority shall have no liability to the holders of the Series 2008 H Bonds or the Series 2008 I Bonds or any other person with respect to such disclosure matters. The form of the Continuing Disclosure Agreement (the “**Continuing Disclosure Agreement**”) by and between the Public University and the Trustee, as Dissemination Agent presented at this meeting (a copy of which shall be filed with the records of the Authority) is hereby approved and may be used for a separate Continuing Disclosure Agreement relating to the Series 2008 H Bonds and a separate Continuing Disclosure Agreement relating to the Series 2008 I Bonds. The applicable Trustee shall be appointed to act as Dissemination Agent under the Continuing Disclosure Agreements and the Trustee shall comply with and carry out all of the obligations imposed on the Dissemination Agent under the Continuing Disclosure Agreements and the Agreements. The failure of the Public University to comply with the requirements of the Continuing Disclosure Agreements shall not constitute a default under the Indentures or the Agreements.

1.12 Appointment of Remarketing Agents; Authorization of Remarketing Agreements

Morgan Stanley & Co. Incorporated is hereby appointed the initial Remarketing Agent for the Series 2008 G Bonds. Notwithstanding the foregoing, any Authorized Officer is hereby authorized to appoint one or more additional or replacement Remarketing Agents for one or more series of the Bonds, if in the opinion of such Authorized Officer such appointment would be advantageous to the Authority and the Public University. Any Authorized Officer is hereby authorized and directed to negotiate, on behalf of the Public University, one or more Remarketing Agreements (collectively, the “**Remarketing Agreement**”), and accept the terms and conditions, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State). Any Authorized Officer is hereby authorized and directed to execute and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to, separate Remarketing Agreements with each of the Remarketing Agents, in substantially such form, with such insertions and changes therein (including, without limitation, provisions necessary to conform to the Indenture and the letters of credit) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof. Copies of each Remarketing Agreement shall be filed with the records of the Authority.

1.13 Letters of Credit; Authorization of Reimbursement Agreements.

The Series 2008 G Bonds will initially be additionally secured by a direct-pay letter of credit to be issued by the Bank of America, N.A. (collectively, with such other banks as may be selected as provided herein, the “**Banks**”). Notwithstanding the foregoing, any Authorized Officer is hereby authorized to appoint one or more additional or replacement Banks for one or more series of the Series 2008 G Bonds, if in the opinion of such Authorized Officer such appointment would be advantageous to the Authority and the Public University. Any Authorized Officer is hereby authorized and directed to negotiate, on behalf of the Public University, one or

more Reimbursement Agreements (collectively, the "Reimbursement Agreement"), and accept the terms and conditions, as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State. Any Authorized Officer is hereby authorized and directed to execute and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to, separate Reimbursement Agreements with each of the Banks, in substantially such form, with such insertions and changes therein (including, without limitation, provisions necessary to conform to the Indenture and the letters of credit) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof. Copies of each such Reimbursement Agreement shall be filed with the records of the Authority.

1.14 Authorization to Invest Bond Proceeds and Certain Funds.

Any Authorized Officer is authorized to enter into or direct the Trustee to enter into one or more agreements to invest the proceeds of the Bonds in Qualified Investments (as defined in the Indentures), which includes investment agreements and repurchase agreements, in the event that such Authorized Officer determines, in consultation with and with the consent of the Public University, that it is advantageous to the Public University for the Authority to invest any proceeds of the Bonds in Qualified Investments, which includes investment agreements and repurchase agreements.

Any Authorized Officer is hereby authorized to utilize the proceeds of the Bonds or other available moneys held pursuant to the Escrow Deposit Agreement either (a) to purchase United States Treasury Obligations, State and Local Government Series ("SLGS"), or (b) to select a firm to act as its broker or to direct the Authority's bidding agent to solicit bids to purchase open market U.S. Treasury Obligations (which qualify as permissible defeasance obligations pursuant to the applicable documents for the Bonds to be Refunded), in the event that such Authorized Officer determines that it is necessary or advantageous to the Authority to purchase such open market U.S. Treasury Obligations. In connection with the purchase of open market U.S. Treasury Obligations, an Authorized Officer is further authorized to solicit bids for one or more float forward or escrow reinvestment agreements (a "Float Forward Agreement") and to direct the Escrow Agent pursuant to the Escrow Deposit Agreement, to enter into such Float Forward Agreement or Agreements with the successful bidder or bidders therefor. Pursuant to the terms of any Float Forward Agreement, the provider, in consideration of an upfront payment to the Escrow Agent, shall have the right to sell U.S. Treasury Obligations to the Escrow Agent at the times and in the amounts set forth in the Float Forward Agreement at an aggregate purchase price not exceeding the maturity value thereof. Such U.S. Treasury Obligations shall mature on or before the dates when the proceeds thereof are needed to make payments in accordance with the Escrow Deposit Agreement. Each Float Forward Agreement shall be awarded to the bidder offering to pay the highest upfront payment therefor. The form of any Float Forward Agreement shall be as approved by an Authorized Officer of the Authority, with the advice of Bond Counsel and the Attorney General of the State. An Authorized Officer is further authorized to execute and deliver any such Float Forward Agreement and/or any certificates or other documents required in connection therewith. Notwithstanding the foregoing, nothing contained herein shall prohibit an Authorized Officer from purchasing both SLGS and open market U.S. Treasury

Obligations, to the extent permitted by law. Bond Counsel and the Underwriter are hereby authorized to act as agent(s), if so directed by an Authorized Officer of the Authority, on behalf of the Authority for the subscription of United States Treasury Obligations, State and Local Government Series via SLGSafe pursuant to the regulations promulgated therefore set forth in 31 CFR Part 344.

1.15 Book Entry System for the Bonds.

Except as provided in the Indentures, the registered owner of all the Bonds shall be The Depository Trust Company, New York, New York ("DTC"), and the Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

ARTICLE II

MISCELLANEOUS

2.1 Incidental Action.

The Authorized Officers are hereby authorized and directed to execute and deliver such other documents, certificates, directions and notices, and to take such other action as may be necessary or appropriate in order to: (i) effectuate the execution and delivery of the Contracts of Purchase, the Agreements, the Indentures, the Mortgages (if applicable), the Escrow Deposit Agreement and the Official Statement(s) and the sale and issuance of the Bonds; (ii) implement the DTC book-entry only system for the Bonds; (iii) maintain the tax-exempt status of the interest on the Bonds (including the preparation and filing of any information reports or other documents with respect to the Bonds as may at any time be required under Section 149 of the Internal Revenue Code of 1986, as amended, and any regulations thereunder); (iv) obtain the Policy, (v) enter into, or cause to be entered into, one or more agreements to invest the proceeds of the Bonds in Qualified Investments, which includes investment agreements and repurchase agreements; (vi) purchase certain investment securities permitted under the applicable Authority bond resolution or Indentures in order to effectuate the defeasance of the Bonds to be Refunded; and (vii) implement Swaps, if the Public University elects to utilize, in whole or in part, Swaps.

2.2 Prior Resolutions.

All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

2.3 Effective Date.

This Resolution shall take effect immediately in accordance with the Act.

_____ Ms. Style ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Beardsley ___ and upon roll call the following members voted:

AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.



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TERM SHEET

Borrower: The Richard Stockton College of New Jersey, Pomona, New Jersey

Issue: Series 2008 A

Amount: Not to Exceed \$155,000,000

Purpose: To provide funds to finance: (i) the construction and equipping of a new Campus Center; (ii) the renovation of College Walk; (iii) various site and roadway improvements; (iv) all or a portion of the cost of constructing, furnishing and equipping a new Unified Science Center; (v) the current refunding of all of the Authority's outstanding Series 2005 C Bonds issued on behalf of the College; (vi) the funding of capitalized interest on a portion of the Bonds; and (vii) the payment of certain costs of issuance.

Security: General Obligation of the Public College

Structure: Fixed Rate, Negotiated Sale

Term: No later than July 1, 2043

True Interest Cost: Not to Exceed 7.00%

Expected Bond Ratings: A3 - Moody's Investors Service
A - Fitch Ratings

Bond Insurance: To Be Determined

Tentative Pricing: Week of August 4, 2008

Tentative Closing: Week of August 11, 2008

The Authority Members will be asked to adopt the Amended and Restated Series 2008 A Bond Resolution which outlines the various parameters of the financing; authorizes the issuance of revenue bonds; authorizes and approves the form of all legal documents necessary for the financing, including an Indenture of Trust between the Authority and the Trustee, the Lease and Agreement, Continuing Disclosure Agreement, Escrow Deposit Agreement, the form of Preliminary Official Statement and Official Statement, and Contract of Purchase; and delegates to any Authorized Officer the ability to take all actions as may be necessary to sell and issue the bonds, execute the Contract of Purchase with the Underwriters, as well as all other bond documents, and finalize this transaction.

Professionals on the Transaction:

Bond Counsel:	Gluck Walrath, LLP
Authority Counsel:	Attorney General of New Jersey
Financial Advisor:	Acacia Financial Group, Inc.
Senior Manager:	Morgan Stanley & Co., Inc.
Co-Senior Manager:	Ramirez & Co., Inc.
Co-Managers:	George K. Baum & Company Goldman, Sachs & Co. Jackson Securities, LLC
Underwriters' Counsel:	Cozen O'Connor
Trustee:	Wells Fargo Bank, National Association
Trustee's Counsel:	In-House Counsel
Escrow Agent:	US Bank, National Association
Escrow Agent's Counsel:	McManimon & Scotland, LLC
Verification Agent:	Causey Demgen & Moore, Inc.
Swap Advisor:	PFM Asset Management LLC

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

**AMENDED AND RESTATED RESOLUTION AUTHORIZING THE
ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED
\$155,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REVENUE BONDS, THE RICHARD STOCKTON COLLEGE OF NEW
JERSEY ISSUE, SERIES 2008 A**

Adopted: July 23, 2008

**AMENDED AND RESTATED RESOLUTION AUTHORIZING THE
ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED
\$155,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REVENUE BONDS, THE RICHARD STOCKTON COLLEGE OF NEW
JERSEY ISSUE, SERIES 2008 A**

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey (the "State") pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), N.J.S.A. 18A:72A-1 et seq. (the "Act"); and

WHEREAS, the Authority has heretofore issued its Revenue Bonds, The Richard Stockton College of New Jersey Issue, Series 2005 C (the "Series 2005 C Bonds") under the terms and provisions of an Indenture of Trust, dated as of March 1, 2005 (the "Series 2005 C Indenture"), by and between the Authority and Wachovia Bank, National Association, as trustee, in order to provide funds to pay the cost of (i) various capital projects and renovations to campus facilities, including the construction of an addition to, and renovations of, the F-Wing building, certain renovations to the J-wing building, certain interior renovations to the Housing I buildings and certain electrical power improvements at various campus facilities, and the acquisition and renovation of an office building located in the Township of Galloway (collectively, the "Series 2005 C Project") on behalf of The Richard Stockton College of New Jersey (the "Public College") and (ii) refunding all of the Authority's outstanding Revenue Bonds, The Richard Stockton State College Issue, Series 1993 F, which originally financed the construction of an Arts and Sciences Building and an addition to the library (collectively, the "Series 1993 F Project"); and

WHEREAS, the Public College has determined it is necessary and advisable to (i) undertake a project consisting of the construction, furnishing and equipping of a new Campus Center, the renovation of College Walk, various site and roadway improvements, and all or a portion of the cost of constructing, furnishing and equipping a new Unified Science Center (collectively, the "Series 2008 A Project") on behalf of the Public College and (ii) refund all of the outstanding Series 2005 C Bonds (the "2008 Refunding Project"); and

WHEREAS, the Public College has requested that the Authority issue, and the Authority has determined that it is necessary and in keeping with its authorized purposes to issue, one or more series or subseries of bonds as described herein (collectively, the "Bonds") for the purpose of providing funds to (i) pay the cost of the 2008 Refunding Project, (ii) pay the costs of the Series 2008 A Project, (iii) fund capitalized interest on a portion of the Bonds, and (iv) pay costs of issuance of the Bonds (collectively, the "Project"); and

WHEREAS, the repayment of the Bonds will be secured by a Lease and Agreement by and between the Authority and the Public College (the "Agreement"), pursuant to which the Authority will lease certain lands and facilities of the Public College generally comprising collectively the

Series 1993 F Project, the Series 2005 C Project and the Series 2008 A Project (collectively, the “Leased Project”) to the Public College; and

WHEREAS, the Bonds will be issued under and secured by an Indenture of Trust (the “Indenture”) to be entered into by and between the Authority and the trustee thereunder (the “Trustee”); and

WHEREAS, the Authority desires to approve the form of and authorize the preparation and distribution of a Preliminary Official Statement and a final Official Statement relating to the Bonds, to be used in connection with the offering and sale of the Bonds, and to authorize the appropriate officers of the Authority to deem said Official Statement final; and

WHEREAS, in connection with the issuance of the Bonds, and at the request of the Public College, the Authority has heretofore terminated (i) the ISDA Master Agreement, together with the Schedule and Credit Support Annex, by and between the Authority and Morgan Stanley Capital Services Inc. and acknowledged and agreed to by the Public College, and the accompanying Guaranty by Morgan Stanley, each dated as of March 11, 2005, together with the Confirmation dated March 11, 2005 relating thereto (collectively, the “2005 Swap Agreement”), which was entered into in connection with the Series 2005 C Bonds, (ii) the ISDA Master Agreement, together with the Schedule and Credit Support Annex, by and between the Authority and Morgan Stanley Capital Services Inc. and acknowledged and agreed to by the Public College, and the accompanying Guaranty by Morgan Stanley, each dated as of December 20, 2007, together with the Confirmation dated December 20, 2007 relating thereto (collectively, the “2007 MS Swap Agreement”), which was entered into in anticipation of the issuance of the Series 2008 A Bonds, and (iii) the ISDA Master Agreement, together with the Schedule, by and between the Authority and UBS AG and acknowledged and agreed to by the Public College, each dated as of December 20, 2007, together with the Confirmation dated December 20, 2007 relating thereto (collectively, the “2007 UBS Swap Agreement”), which was entered into in anticipation of the issuance of the Series 2008 A Bonds (the 2005 Swap Agreement, the 2007 MS Swap Agreement and the 2007 UBS Swap Agreement are collectively referred to herein as the “Prior Swap Agreements”); and

WHEREAS, in connection with the termination of the Prior Swap Agreements, certain Termination Fees have heretofore been paid by or to the respective counterparties thereto; and

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue under the Indenture the Bonds herein authorized for the purpose of financing all or any combination of the purposes enumerated above; and

WHEREAS, pursuant to Section 8(c) of the Act, the bonds of the Authority shall be authorized by resolution of the members of the Authority; and

WHEREAS, on May 28, 2008, the Authority adopted a resolution entitled “Resolution Authorizing the Issuance of an Aggregate Principal Amount Not to Exceed \$155,000,000 New Jersey Educational Facilities Authority Revenue Bonds, The Richard Stockton College of New

Jersey Issue, Series 2008 A” (the “May 2008 Resolution”), authorizing the issuance of bonds of the Authority for certain of the purposes described above; and

WHEREAS, the Authority now desires to amend and restate the May 2008 Resolution in its entirety hereby;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

ARTICLE I

AUTHORIZATION OF BONDS; APPROVAL OF DOCUMENTS

SECTION 1.1. Purpose of Issuance of the Bonds. The Authority hereby declares the Project to be an authorized undertaking of the Authority and authorizes and directs the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management, Secretary or any Assistant Secretary and any other person authorized by resolution of the Authority, and any such officers designated as “acting” or “interim” (each an “Authorized Officer”) to execute and deliver all documents necessary to enable the Authority, as permitted by the Act, to finance, on behalf of the Public College, the costs of the Project, in whole or in part.

SECTION 1.2. Authorization of Bonds.

(A) The Authority hereby authorizes the issuance of the Bonds, in an aggregate principal amount not to exceed \$155,000,000, in order to finance, on behalf of the Public College, the costs of the Project, in whole or in part. The Bonds may be issued in one or more series, as determined in the hereinafter-defined Award Certificate.

(B) The Bonds shall be designated “New Jersey Educational Facilities Authority Revenue Bonds, The Richard Stockton College of New Jersey Issue, Series 2008 A” or such other designation as an Authorized Officer may determine. In the event more than one series of Bonds are to be issued, the first series shall be designated “Series 2008 A-1”, with each additional series numbered sequentially upward. If any series of Bonds is issued as taxable obligations, the word “(Taxable)” shall be part of such designation.

(C) The Bonds shall be issued in fully registered form, shall be in the denominations, and shall be numbered as shall be provided in the Indenture. The Bonds shall be dated initially and bear interest from the date of issuance thereof, payable as provided in the Indenture.

(D) The Bonds shall mature or be subject to mandatory sinking fund redemption on the dates and in the year(s) and in the amounts as shall be set forth in the Indenture; provided, however, that the final maturity date of the Bonds will be no later than July 1, 2043. The Bonds shall bear interest at fixed rates of interest as described in the Indenture, with a true interest cost for the Bonds not to exceed 7% per annum (or, in the case of any series of Bonds issued as taxable obligations, 9% per annum). The Bonds shall be subject to redemption as provided in the Indenture and in either a schedule attached to the hereinafter-defined Contract of Purchase as executed by an Authorized Officer or a certificate signed by an Authorized Officer in connection with the sale of the Bonds (collectively, the “Award Certificate”); provided the redemption premium on the Bonds, if any, shall not exceed 5%.

(E) In the event any Authorized Officer determines, in consultation with the Public College, that it would be advantageous to cause the Bonds to be issued in multiple series, such

Authorized Officer is hereby delegated and is authorized to allocate the Bonds into multiple series (with corresponding alterations to the designations).

SECTION 1.3. Form of Bonds. The Bonds shall be in substantially the form set forth in the Indenture, with such insertions, omissions or variations as may be necessary or appropriate, as approved by an Authorized Officer, with the advice of GluckWalrath LLP, bond counsel to the Authority (“Bond Counsel”), and the Attorney General of the State.

SECTION 1.4. Dating, Execution and Authentication. The Bonds shall be dated and bear interest, shall be executed and shall be authenticated as provided in the Indenture.

SECTION 1.5. Delivery of Bonds. Following execution of the Bonds, any Authorized Officer is hereby authorized to deliver the Bonds to the Trustee for authentication and, after authentication, to deliver the Bonds to the Underwriters (as such term is hereinafter defined) thereof or their agent against receipt of the purchase price or unpaid balance thereof.

SECTION 1.6. Approval of Preliminary Official Statement and Final Official Statement. The preparation, publication and distribution of a Preliminary Official Statement relating to the Bonds (the “Preliminary Official Statement”), in substantially the form presented at this meeting, is hereby approved (a copy of which shall be filed with records of the Authority), with such insertions, deletions and changes therein and any supplements thereto as may be approved by an Authorized Officer with the advice of Bond Counsel and the Attorney General of the State (the “Preliminary Official Statement”). Any Authorized Officer of the Authority is hereby authorized to “deem final” the Preliminary Official Statement in accordance with Securities and Exchange Commission Rule 15c2-12, if applicable.

Any Authorized Officer is hereby authorized and directed to execute and deliver a final Official Statement (the “Official Statement”), in substantially the form of the Preliminary Official Statement, with such changes, insertions and alterations as the Authorized Officer executing same shall approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced exclusively by the execution thereof by such Authorized Officer.

SECTION 1.7. Approval of Agreement. The form of the Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer of the Authority is hereby authorized and directed to affix and attest the official common seal of the Authority to the Agreement with the Public College in substantially such form, with such changes therein (including, without limitation, the date thereof) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

SECTION 1.8. Approval of Indenture. The form of the Indenture presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the

Authority), is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver, and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority to the Indenture with the Trustee in substantially such form, with such insertions and changes therein (including, without limitation, the date thereof and the initial Interest Payment Date contained therein) and any supplements thereto as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

SECTION 1.9. Appointment of Trustee. Wells Fargo Bank, National Association, Philadelphia, Pennsylvania, is hereby appointed to act as the initial Trustee (the "Trustee") under the Indenture. The Trustee shall signify its acceptance of the duties and obligations imposed upon it by the Indenture by the Trustee's execution and delivery thereof.

SECTION 1.10. Authorization of Negotiated Sale. The Authority hereby finds and determines that the issuance of the Bonds involves certain circumstances under which a negotiated bond sale is permissible as outlined in Executive Order No. 26, namely, volatile market conditions. The Authority has selected and approved underwriters in accordance with Executive Order No. 26. An Authorized Officer is hereby authorized to sell the Bonds to any such firm or firms selected from the list previously approved by the Authority on a negotiated basis.

SECTION 1.11. Authorization of and Execution and Delivery of the Contract of Purchase. Any Authorized Officer is hereby authorized and directed to execute and deliver on behalf of the Authority a contract of purchase (the "Contract of Purchase") by and among the Authority, the Public College and Morgan Stanley & Co. Incorporated (the "Senior Managing Underwriter"), on behalf of itself and the additional underwriters appointed pursuant to this Section 1.11, in the form determined by and as shall be approved by an Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State (such approval to be evidenced conclusively by such Authorized Officer's execution thereof) for the purchase of the Bonds at the price or prices to be agreed upon; provided; however, that the Underwriters' discount for the Bonds shall not exceed \$8.00 per \$1,000.00 of principal amount of the Bonds. A copy of the Contract of Purchase as executed shall be filed with the records of the Authority.

The Authority hereby delegates to an Authorized Officer the appointment and determination of any co-senior managing underwriter and co-managers (collectively with the Senior Managing Underwriter, the "Underwriters"), which firms shall be selected from the list previously approved by the Authority. The Underwriters shall be compensated in an amount or amounts in accordance with this Section 1.11, with the execution of the Contract of Purchase being conclusive evidence of such approval.

SECTION 1.12. Termination of Prior Swap Agreements. The termination of the Prior Swap Agreements, as requested and approved by the Public College, is hereby ratified and confirmed.

SECTION 1.13. Bond Insurance Authorized. Any Authorized Officer is hereby authorized (i) to select a municipal bond insurer or insurers (collectively, the “Bond Insurer”) for the Bonds, to the extent that such Authorized Officer determines that bond insurance is necessary or desirable in order to market the Bonds, (ii) to execute a commitment letter for the issuance of a bond insurance policy or policies (collectively, the “Policy”) by such Bond Insurer, and/or a certificate evidencing selection of such Bond Insurer, (iii) to carry out the Authority’s obligations thereunder, including payment of the premium for the Policy, (iv) to accept such terms and conditions relating to the Bonds required by the Bond Insurer as a condition to the issuance of the Policy as such Authorized Officer deems necessary and appropriate, with the advice of Bond Counsel and the Attorney General of the State, and to incorporate such terms and conditions in the Indenture, the Agreement, the Preliminary Official Statement, the Official Statement and the hereinafter-defined Escrow Agreement.

SECTION 1.14. Continuing Disclosure. Pursuant to the Agreement, the Public College has undertaken all responsibility for compliance with continuing disclosure requirements, and the Authority shall have no liability to the holders of the Bonds or any other person with respect to such disclosure matters. The Dissemination Agent (to be appointed by the Public College, if necessary) shall comply with and carry out all of the obligations imposed on the Dissemination Agent under the Continuing Disclosure Agreement (if any) and the Agreement. Notwithstanding any other provision of the Resolution, failure of the Public College or the Dissemination Agent to comply with the Continuing Disclosure Agreement shall not be considered an event of default under the Indenture or the Lease Agreement.

SECTION 1.15. Appointment of Escrow Agent; Approval of Escrow Deposit Agreement; Investment of Escrowed Funds. (a) U.S. Bank National Association, Morristown, New Jersey, is hereby appointed to act as the escrow agent (the “Escrow Agent”) for the refunded Series 2005 C Bonds. The form of the Escrow Deposit Agreement (the “Escrow Agreement”) presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority), is hereby approved. Any Authorized Officer is hereby authorized and directed to execute, acknowledge and deliver the Escrow Agreement with the Escrow Agent in such form as the Authorized Officer may approve, with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced conclusively by such Authorized Officer’s execution thereof.

(b) Any Authorized Officer is hereby authorized to purchase United States Treasury Obligations, State and Local Government Series, in connection with the 2008 Refunding Project, or to select a firm to act as its broker or to direct the Authority’s bidding agent to solicit bids to purchase open market U.S. Treasury Obligations (as defined in the Escrow Agreement) in connection with the 2008 Refunding Project, in the event that such Authorized Officer of the Authority determines that it is necessary or advantageous to the Authority to purchase such open market U.S. Treasury Obligations. In connection with the purchase of open market U.S Treasury Obligations, an Authorized Officer of the Authority is further authorized to solicit bids for one or more float forward or escrow reinvestment agreements (a “Float Forward Agreement”) and to direct the Escrow Agent pursuant to the Escrow Agreement to enter into such Float Forward Agreement or agreements with the successful bidder or bidders therefor. Pursuant to the terms of any Float Forward Agreement, the

provider, in consideration of an upfront payment to the Escrow Agent, shall have the right to sell U.S. Treasury Obligations to the Escrow Agent at the times and in the amounts set forth in the Float Forward Agreement at an aggregate purchase price not exceeding the maturity value thereof. Such U.S. Treasury Obligations shall mature on or before the dates when the proceeds thereof are needed to make payments in accordance with the Escrow Agreement. Each Float Forward Agreement shall be awarded to the bidder offering to pay the highest upfront payment therefor. The form of any Float Forward Agreement shall be as approved by an Authorized Officer of the Authority, in consultation with Bond Counsel and the Attorney General of the State. An Authorized Officer of the Authority is further authorized to execute and deliver any such Float Forward Agreement and/or any certificates or other documents required in connection therewith. Notwithstanding the foregoing, nothing contained herein shall prohibit an Authorized Officer of the Authority from purchasing both United States Treasury Obligations, State and Local Government Series and open market U.S. Treasury Obligations, to the extent permitted by law. Bond Counsel, the Senior Managing Underwriter, if applicable, and the Escrow Agent, are each hereby authorized to act as agent(s), if so directed by an Authorized Officer of the Authority, on behalf of the Authority for the subscription of United States Treasury Obligations, State and Local Government Series via SLGSafe pursuant to the regulations promulgated therefore set forth in 31 CFR Part 344.

SECTION 1.16. Appointment of Verification Agent. Causey, Demgen & Moore, Inc., Denver, Colorado, is hereby appointed to act as verification agent in connection with the 2008 Refunding Project.

SECTION 1.17. Authorization to Invest Bond Proceeds and Certain Funds. Any Authorized Officer is hereby authorized to enter into or direct the Trustee to enter into one or more agreements to invest the proceeds of the Bonds in Investment Obligations (as defined in the Indenture), which includes investment agreements and repurchase agreements, in the event that such Authorized Officer determines, in consultation with and with the consent of the Public College, that it is advantageous to the Public College for the Authority to invest any proceeds of the Bonds in Investment Obligations, which includes investment agreements and repurchase agreements.

SECTION 1.18. Conformance of Documents. Any Authorized Officer of the Authority is hereby authorized and directed to approve, as Bond Counsel may advise, such changes to the forms of the Preliminary Official Statement, the Official Statement, the Contract of Purchase, the Agreement, the Indenture, the Escrow Agreement and such other agreements as may be necessary to conform same to each other and to incorporate the terms of the Policy and any other terms required by the Bond Insurer.

ARTICLE II

MISCELLANEOUS

SECTION 2.1. Incidental Action. The Authorized Officers are hereby authorized and directed to execute and deliver such other documents, certificates, directions and notices, and to take such other action as may be necessary or appropriate in order to: (i) effectuate the Project and the refunding and redemption of the Series 2005 C Bonds; (ii) effectuate the execution and delivery of the Contract of Purchase, the Agreement, the Indenture, the Escrow Agreement and the issuance and sale of the Bonds; (iii) implement the DTC book-entry only system for the Bonds; (iv) maintain the tax-exempt status of the interest on the Bonds, other than any series of Bonds issued as taxable obligations (including the preparation and filing of any information reports or other documents with respect to the Bonds as may at any time be required under Section 149 of the Internal Revenue Code of 1986, as amended, and any regulations thereunder); (v) confirm the termination of the Prior Swap Agreements; (vi) enter into, or cause to be entered into, one or more agreements to invest the proceeds of the Bonds in Investment Obligations, which includes investment agreements and repurchase agreements; and (vii) pay the costs of issuance. A Certificate of Determination of an Authorized Officer awarding the Bonds and making the determinations authorized herein shall be final and conclusive as to the purchaser or purchasers of the Bonds, the rates of interest to be borne thereby, the purchase price thereof and any other terms and details relating to the sale and issuance of the Bonds.

SECTION 2.2. Prior Resolutions. This resolution amends and restates the May 2008 Resolution in its entirety. All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

SECTION 2.3. Effective Date. This Resolution shall take effect as provided for under the Act.

SECTION 4. The Authority shall file a copy of this resolution with the State Treasurer within five (5) days.

SECTION 5. This resolution shall take effect upon adoption in accordance with *N.J.S.A.* 18A:72A-4(i).

___ Ms. Style ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Vazquez ___ and upon roll call the following members voted:

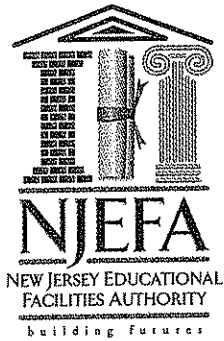
AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
 PHONE 609-987-0880 • FAX 609-987-0850 • www.njefa.com

TERM SHEET

Borrower: Montclair State University, Montclair, New Jersey

Issue: Series 2008 J

Amount: Not to Exceed \$32,500,000

Purpose: To provide funds to finance: (i) the construction of a student housing facility; (ii) the funding of capitalized interest on all or a portion of the bonds; (iii) the funding of a debt service reserve fund (if any); and (iv) the payment of certain costs of issuance.

Security: General Obligation of the Public College

Structure: Fixed Rate, Negotiated Sale

Term: No later than July 1, 2043

True Interest Cost: Not to Exceed 7.00%

Expected Bond Ratings: A2 - Moody's Investors Service
 A - Fitch Ratings

Bond Insurance: To Be Determined

Tentative Pricing: Week of September 15, 2008

Tentative Closing: Week of September 22, 2008

The Authority Members will be asked to adopt the Series 2008 J Resolution pertaining to the Authority's Series 2008 J Bonds which outlines the various parameters of the financing; authorizes the issuance of the revenue bonds; authorizes and approves the form of all legal documents necessary for the financing, including a Trust Indenture between the Authority and the Trustee, the Lease and Agreement, Continuing Disclosure Agreement, form of the Preliminary Official Statement and Official Statement, and Contract of Purchase; and delegates to any Authorized Officer the ability to take all actions as may be necessary to sell and issue the Bonds, execute all Bond documents, and finalize this transaction.

Professionals on the Transaction:

Bond Counsel:	DeCotiis, Fitzpatrick, Cole & Wisler, LLP
Authority's Counsel:	Attorney General of New Jersey
Financial Advisor:	Acacia Financial Group, Inc.
Underwriter:	Lehman Brothers, Inc.
Underwriter's Counsel:	Ballard Spahr Andrews & Ingersoll, LLP
Trustee:	To Be Determined
Trustee's Counsel:	To Be Determined

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

RESOLUTION
AUTHORIZING THE ISSUANCE OF
AN AGGREGATE PRINCIPAL AMOUNT
NOT TO EXCEED \$32,500,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REVENUE BONDS,
MONTCLAIR STATE UNIVERSITY ISSUE,
SERIES 2008 J

Adopted: July 23, 2008

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2008 SERIES J SERIES RESOLUTION

A SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY PRINCETON UNIVERSITY REVENUE BONDS, 2008 SERIES J

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority"), by its Princeton University Revenue Bond Resolution, duly adopted on February 16, 1999, as amended and supplemented (the "Resolution"), has authorized the issuance of bonds, from time to time, in one or more series, for the purpose of providing funds for a loan to The Trustees of Princeton University (the "University");

WHEREAS, the Resolution provides that the bonds of the Authority shall be authorized and issued pursuant to a series resolution or series resolutions;

WHEREAS, the Authority has, at the request of the University, determined that it is necessary and in keeping with its authorized purposes to issue a series of bonds to be designated "New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2008 Series J" (the "2008 Series J Bonds") for the purpose of financing: (i) in whole or in part, the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of (a) the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, (b) the purchase of capital equipment for academic departments and administrative and supporting units, and (c) the construction of academic, administrative and/or student related capital facilities (collectively, "Facility W" or the "2008 Project"); and (ii) the payment of certain costs incidental to the sale and issuance of the 2008 Series J Bonds, including deposits to certain funds created under the Resolution and this 2008 Series J Series Resolution;

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue the 2008 Series J Bonds herein authorized for the purposes of (i) paying the costs of the 2008 Project, and (ii) paying certain costs incidental to the sale and issuance of the 2008 Series J Bonds, including deposits to certain funds created under the Resolution and this 2008 Series J Series Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.01. Definitions. As used in this 2008 Series J Series Resolution, unless a different meaning clearly appears from the context, all words and terms defined in Section 1.01 of the Resolution shall have the same meanings, respectively, in this 2008 Series J Series Resolution and in the 2008 Series J Bonds authorized hereby as are given to such words and terms by Section 1.01 of the Resolution. In addition, as used in the Resolution and in this 2008 Series J Series Resolution, unless a different meaning clearly appears from the context, the following words and terms shall mean:

“Agreement” or “Loan Agreement” means the Loan Agreement dated as of September 1, 2008 (or such other dated date as may be determined based on the date of issuance of the 2008 Series J Bonds), by and between the Authority and the University relating to the 2008 Project;

“Annual Administrative Fee” means the annual fee for the general administrative services of the Authority in an amount equal to the lesser of (i) 1/10 of 1% of the Outstanding principal amount of the 2008 Series J Bonds or (ii) \$50,000;

“Applicable Series Resolution” means this 2008 Series J Series Resolution and, unless a different meaning clearly appears from the context, other series resolutions authorizing Additional Parity Bonds;

“Arbitrage Certificate” means the Arbitrage Certificate, including the exhibits thereto, dated the date of issuance and delivery of the 2008 Series J Bonds, furnished by the Authority and based upon the Representation Letter;

“Authorized Officer” means the Chair, Vice Chair, Treasurer, Executive Director, Deputy Executive Director, Director of Project Management, Secretary or any Assistant Secretary of the Authority and when used with reference to any act or document also means any other person authorized by resolution of the Authority to perform such act or execute such document, and shall also include any of such officers designated as “acting” or “interim”;

“Certificate of Determination” means a certificate of any Authorized Officer making certain findings and determinations as authorized and/or delegated pursuant to the terms of this 2008 Series J Series Resolution.

“Construction Fund” means the fund created and established by this 2008 Series J Series Resolution;

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement dated as of September 1, 2008 (or such other dated date as may be determined based on the date of issuance of the 2008 Series J Bonds) by and between the University and The Bank of New York Mellon, as Dissemination Agent, as the same may from time to time be amended or supplemented;

“Costs of Issuance” means, as applicable, any costs relating to the issuance or the carrying of the 2008 Series J Bonds payable from the proceeds thereof, including, but not limited to, (i) underwriters’ discount (whether realized directly or derived through the purchase of the 2008 Series J Bonds at a discount below the price at which they are expected to be sold to the public); (ii) counsel fees (including bond counsel, issuer’s counsel, University counsel, trustee’s counsel and any other specialized counsel fees incurred in connection with the borrowing); (iii) financial advisor fees incurred in connection with the borrowing; (iv) rating agency fees; (v) trustee fees incurred in connection with the borrowing; (vi) paying agent and certifying and authenticating agent fees related to the issuance of the 2008 Series J Bonds; (vii) accountant fees related to the issuance of the 2008 Series J Bonds; (viii) printing costs (of the 2008 Series J Bonds and of preliminary and final offering materials); (ix) fees of any securities depository; (x) costs incurred in connection with the required public approval process (e.g., publication costs for public notices in connection with the issuance of the 2008 Series J Bonds, including, without limitation, the notice of sale and the notice of public hearing); and (xi) Authority fees;

“DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, in its capacity as securities depository for the 2008 Series J Bonds;

“Letter of Instructions” means the letter of instructions attached to the Arbitrage Certificate as Exhibit A provided by McCarter & English, LLP on the date of issuance and delivery of the 2008 Series J Bonds, as such letter may be amended from time to time, as a source of guidance for compliance with the Internal Revenue Code of 1986, as amended;

“2008 Series J Bonds” means the bonds designated “New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2008 Series J”, to be issued pursuant to the Resolution and this 2008 Series J Series Resolution to finance the costs associated with the 2008 Project and certain costs incidental to the issuance and sale of the 2008 Series J Bonds, including deposits to certain funds created under the Resolution and this 2008 Series J Series Resolution;

“2008 Series J Series Resolution” means this resolution authorizing the issuance of the 2008 Series J Bonds;

“Official Notice of Sale” means the Official Notice of Sale for the 2008 Series J Bonds distributed by the Authority;

“Outstanding Parity Bonds” means the Authority’s Princeton University Revenue Bonds, 1999 Series A, 1999 Series B, 2000 Series E, 2000 Series H, 2001 Series B, 2002 Series B, 2003 Series D, 2003 Series E, 2003 Series F, 2004 Series D, 2005 Series A, 2005 Series B, 2006 Series D, 2006 Series E, 2007 Series E and 2007 Series F, previously or concurrently issued pursuant to the Resolution and the Applicable Series Resolution;

“Participating Underwriter” shall have the meaning ascribed thereto in the seventh recital to the Continuing Disclosure Agreement;

“Representation Letter” means the letter, dated the date of issuance of the 2008 Series J Bonds, provided by the University to the Authority and McCarter & English, LLP with respect to, among other things, the nature, use and costs of the 2008 Project for purposes of rendering

their opinion with respect to the federal income tax treatment of interest on the 2008 Series J Bonds; and

“Sinking Fund Installment” means the amount of money sufficient to redeem the 2008 Series J Bonds in the amounts, at the times and in the manner set forth in Section 2.05(b) hereof.

Words importing persons include firms, associations and corporations, and words importing the singular number include the plural number and vice versa.

Section 1.02. Authority for this 2008 Series J Series Resolution. This 2008 Series J Series Resolution is adopted pursuant to and in accordance with the provisions of the Act and Article II and Article VIII of the Resolution.

ARTICLE II

AUTHORIZATION AND DETAILS OF 2008 PROJECT AND 2008 SERIES J BONDS

Section 2.01. Project Authorizations. Any Authorized Officer is hereby authorized to execute and seal all documents necessary to enable the Authority to finance the 2008 Project.

Section 2.02. 2008 Series J Bonds Authorized. The Authority hereby authorizes the issuance of the 2008 Series J Bonds for the purpose of making a loan to the University to pay the costs of the 2008 Project and to provide for the payment of certain Costs of Issuance and the deposit to certain funds created under the Resolution and this 2008 Series J Series Resolution.

Section 2.03. Dates and Maturities. The 2008 Series J Bonds shall be initially dated, shall mature in such principal amounts and on such dates, shall bear interest payable on such dates, shall be subject to such terms, conditions and provisions as an Authorized Officer shall approve prior to their issuance with the advice of the Authority's Bond Counsel, McCarter & English, LLP ("Bond Counsel") and the Attorney General of the State of New Jersey (the "State") (such approval to be conclusively evidenced by such Authorized Officer's execution thereof), provided that (i) the aggregate principal amount of the 2008 Series J Bonds shall not exceed \$250,000,000; (ii) the 2008 Series J Bonds shall mature not later than July 1, 2043; (iii) the "true" interest cost on the 2008 Series J Bonds shall not exceed 7.00% per annum; and (iv) Bond Counsel delivers an opinion that interest on the 2008 Series J Bonds is not includable in gross income for federal income tax purposes in connection with the issuance of the 2008 Series J Bonds. If, after issuance thereof, as shown by the records of the Trustee, interest on the 2008 Series J Bonds shall be in default, registered 2008 Series J Bonds issued in lieu of 2008 Series J Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the 2008 Series J Bonds surrendered. The 2008 Series J Bonds shall bear interest from the most recent interest payment date next preceding the date of such registered 2008 Series J Bond to which interest has been paid, unless the date of such registered 2008 Series J Bond is an interest payment date, in which case interest shall be payable from such date, or unless the date of such registered 2008 Series J Bond is prior to the first interest payment date of the registered 2008 Series J Bond, in which case interest shall be payable from the initial dated date or unless the date of such 2008 Series J Bond is between a record date and the next succeeding interest payment date, in which case from such interest payment date, payable on such dates and at such rate or rates per annum as shall hereafter be determined by an Authorized Officer upon the sale thereof. Any Authorized Officer also is authorized to accept terms and conditions relating to the 2008 Series J Bonds required as a condition to issuance thereof as such Authorized Officer deems necessary and appropriate with the advice of Bond Counsel and the Attorney General of the State. Any such terms and conditions modifying the terms of this 2008 Series J Series Resolution shall be set forth in a Certificate of Determination delivered by an Authorized Officer.

Section 2.04. Denominations, Numbers and Letters. The 2008 Series J Bonds shall be issuable in fully registered form in denominations of \$5,000 each or any integral multiple thereof. Unless the Authority shall otherwise direct, each maturity of the 2008 Series J Bonds shall be numbered separately from one upwards preceded by the letter R and a letter or letters designating the year of maturity.

At the direction of an Authorized Officer, "CUSIP" identification numbers will be imprinted on the 2008 Series J Bonds, but such numbers shall not constitute a part of the contract evidenced by the 2008 Series J Bonds, and any error or omission with respect thereto shall not constitute cause for refusal of any purchaser to accept delivery of and pay for the 2008 Series J Bonds. In addition, failure on the part of the Authority to use such CUSIP numbers in any notice to holders of the 2008 Series J Bonds shall not constitute an event of default or any similar violation of the Authority's contract with such holders.

Section 2.05. Redemption of 2008 Series J Bonds. (a) *Optional Redemption.* (i) The 2008 Series J Bonds shall be subject to redemption prior to maturity at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2008 Series J Bonds Outstanding of any maturity shall be called for redemption, such 2008 Series J Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), on the dates and at the redemption price (expressed as a percentage of the principal amount to be redeemed), plus interest accrued to the redemption date, as set forth in the Certificate of Determination; provided, however, that any such redemption price shall not exceed 103%.

(ii) Redemption of any of the 2008 Series J Bonds shall otherwise be effected in accordance with Article III of the Resolution.

(b) *Mandatory Sinking Fund Redemption.* At the option of the successful bidder for the 2008 Series J Bonds, consecutively maturing serial 2008 Series J Bonds bearing the same interest rate may be converted to term 2008 Series J Bonds maturing in the final year of such particular consecutive series. Such term 2008 Series J Bonds shall be subject to mandatory redemption by lot, prior to maturity, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date, from moneys deposited in the Sinking Fund Account established for the 2008 Series J Bonds within the Debt Service Fund established under this 2008 Series J Series Resolution. The principal amount of the 2008 Series J Bonds otherwise required to be redeemed may be reduced by the principal amount of such 2008 Series J Bonds theretofore delivered to the Trustee by the Authority in lieu of cash payments under the Agreement or purchased by the Trustee out of moneys in the Sinking Fund Account in the Debt Service Fund established under this 2008 Series J Series Resolution that have not theretofore been applied as a credit against any Sinking Fund Installment.

Section 2.06. Notice of Redemption. When 2008 Series J Bonds are to be redeemed as provided herein, the Trustee shall give notice of such redemption by mailing a copy of such notice as provided in the Resolution, and such mailing shall be a condition precedent to such redemption. Failure of any holder of any 2008 Series J Bonds to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of 2008 Series J Bonds.

Section 2.07. Appointment of Trustee, Bond Registrar and Paying Agent. The Trustee, Bond Registrar and Paying Agent for the 2008 Series J Bonds shall be The Bank of New York Mellon, West Paterson, New Jersey. Such appointment shall be evidenced by a certificate

signed by an Authorized Officer and filed in the office of the Authority and delivered to the Trustee.

Section 2.08. Additional Duties of Trustee. The Trustee shall perform such other duties imposed upon it by this 2008 Series J Series Resolution or any assignments to the Trustee of the Agreement. The Authority may assign the Agreement to the Trustee, and the Trustee may hold such document, for the benefit of the holders of the 2008 Series J Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

Section 2.09. Places of Payment and Paying Agents. The principal or Redemption Price of the 2008 Series J Bonds shall be payable upon surrender at the principal corporate trust office of the Trustee. Interest on the 2008 Series J Bonds will be paid by check mailed by the Trustee to the holders thereof at their addresses as they appear on the registration books of the Authority, except that in the case of such holder of \$1,000,000 or more in aggregate principal amount of 2008 Series J Bonds, upon the written request of such holder to the Trustee, specifying the account or accounts to which such payment shall be made, payment of interest shall be made by wire transfer of immediately available funds. Any such request shall remain in effect until revoked or revised by such holder by an instrument in writing delivered to the Trustee. However, so long as the 2008 Series J Bonds are held in book-entry form pursuant to Section 2.13 hereof, the provisions of Section 2.13 shall govern the payment of the principal or Redemption Price of and interest on the 2008 Series J Bonds. For purposes of this Section 2.09, interest is payable to the holder thereof who is such holder at the close of business on the record date for such interest, which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding an interest payment date.

Section 2.10. Authentication. The 2008 Series J Bonds shall bear thereon a certificate of authentication, in substantially the form set forth in Section 2.14 hereof, manually executed by the Trustee or by any authenticating agent of the Trustee approved by the Authority. Only such 2008 Series J Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Resolution, and no 2008 Series J Bonds shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Trustee or by any authenticating agent of the Trustee approved by the Authority. Such certificate of the Trustee shall be conclusive evidence that the 2008 Series J Bond so authenticated has been duly authenticated and delivered under the Resolution and that the holder thereof is entitled to the benefits of the Resolution and this 2008 Series J Series Resolution.

Section 2.11. Transfer of 2008 Series J Bonds. Each 2008 Series J Bond shall be transferable only upon the books of the Authority, which shall be kept for that purpose at the principal corporate trust office of the Trustee, as Bond Registrar, by the holder thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the holder or his duly authorized attorney and the payment of a charge sufficient to reimburse the Authority or the Trustee for any tax, fee or other governmental charge required to be paid with respect to such transfer. Upon the transfer of any 2008 Series J Bond, the Authority shall issue in the name of the transferee a new 2008 Series J Bond or Bonds, in the same aggregate principal amount and maturity as the surrendered 2008 Series J Bond or Bonds.

Section 2.12. Regulations with Respect to Transfers. In all cases in which the privilege of transferring 2008 Series J Bonds is exercised, the Authority shall execute and the Trustee shall authenticate and deliver 2008 Series J Bonds in accordance with the provisions of the Resolution and this 2008 Series J Series Resolution. All 2008 Series J Bonds surrendered in any such transfer shall forthwith be canceled by the Trustee. Neither the Authority nor the Trustee shall be obliged to make any such transfer of 2008 Series J Bonds during (a) the period between the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding an interest payment date on the 2008 Series J Bonds and said interest payment date, (b) the period between the forty-fifth (45th) day (whether or not a business day) next preceding the date of selection of 2008 Series J Bonds to be redeemed and said date of selection, or (c) the period between the date of selection of 2008 Series J Bonds to be redeemed and the mailing of any notice of redemption.

Section 2.13. Book-Entry Bonds. (i) Except as provided in subsection (iii) of this Section 2.13, the registered owner of all of the 2008 Series J Bonds shall be DTC, and the 2008 Series J Bonds shall be registered in the name of Cede & Co., as nominee for DTC. Payment of semiannual interest for any 2008 Series J Bond registered as of each record date in the name of Cede & Co. shall be made by wire transfer of same day funds to the account of Cede & Co. on the interest payment date for the 2008 Series J Bonds at the address indicated on the record date for Cede & Co. in the registration books of the Authority kept by the Trustee.

(ii) The 2008 Series J Bonds shall be initially issued in the form of separate, single, authenticated, fully-registered bonds in the amount of each separate stated maturity of the 2008 Series J Bonds. Upon initial issuance, the ownership of such 2008 Series J Bonds shall be registered in the registration books of the Authority kept by the Trustee in the name of Cede & Co., as nominee for DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2008 Series J Bonds registered in its name for the purposes of payment of the principal or Redemption Price of or interest on the 2008 Series J Bonds, selecting the 2008 Series J Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under the Resolution, registering the transfer of 2008 Series J Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant, any person claiming a beneficial ownership interest in the 2008 Series J Bonds under or through DTC or any DTC participant, or any other person who is not shown on the registration books of the Trustee as being a Bondholder with respect to the accuracy of any records maintained by DTC or any DTC participant; the payment by DTC or any DTC participant of any amount in respect of the principal or Redemption Price of or interest on the 2008 Series J Bonds; any notice that is permitted or required to be given to Bondholders under the Resolution; the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the 2008 Series J Bonds; or any consent given or other action taken by DTC as Bondholder. The Paying Agent shall pay all principal of and redemption premium, if any, and interest on the 2008 Series J Bonds only to or "upon the order of" (as that term is used in the Uniform Commercial Code as adopted in the State of New Jersey) Cede & Co., as nominee for DTC, and all such payments shall be valid and effective to satisfy fully and discharge the Authority's obligations with respect to the principal of and redemption premium, if any, and interest on the 2008 Series J Bonds to the extent of the sum or sums so paid. Upon

delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to record dates, the words "Cede & Co." in this 2008 Series J Series Resolution shall refer to such new nominee of DTC.

(iii) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2008 Series J Bonds that they be able to obtain definitive 2008 Series J Bonds, the Authority may notify DTC and the Trustee, whereupon DTC will notify DTC participants, of the availability through DTC of definitive 2008 Series J Bonds. In such event, the Authority shall issue and the Trustee shall transfer and exchange definitive 2008 Series J Bonds as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2008 Series J Bonds at any time by giving reasonable notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and the Trustee shall be obligated to deliver definitive 2008 Series J Bonds as described in the Resolution and this 2008 Series J Series Resolution. In the event definitive 2008 Series J Bonds are issued, the provisions of the Resolution shall apply to, among other things, the transfer and exchange of such definitive 2008 Series J Bonds. Whenever DTC requests the Authority and the Trustee to do so, the Authority and the Trustee will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate definitive 2008 Series J Bonds to any DTC participant having 2008 Series J Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of definitive 2008 Series J Bonds.

(iv) Notwithstanding any other provision of the Resolution or this 2008 Series J Series Resolution to the contrary, so long as any 2008 Series J Bond is registered in the name of Cede & Co., as nominee for DTC, all payments with respect to the principal of and redemption premium, if any, and interest on such 2008 Series J Bond and all notices with respect to such 2008 Series J Bond shall be made and given to Cede & Co., as nominee for DTC.

(v) In connection with any notice or other communication to be provided to Bondholders pursuant to the Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by Bondholders, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

Section 2.14. Form of 2008 Series J Bonds. Subject to the provisions of the Resolution and this 2008 Series J Series Resolution, the form of the 2008 Series J Bonds and the certificate of authentication thereon shall be of substantially the following form and tenor:

(Form of 2008 Series J Bond)

UNITED STATES OF AMERICA

STATE OF NEW JERSEY

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
PRINCETON UNIVERSITY REVENUE BOND
2008 SERIES J

Interest Rate	Maturity Date	Dated Date	CUSIP
____%	July 1, ____	[September] __, 2008	_____

REGISTERED OWNER: *****CEDE & CO.*****

PRINCIPAL SUM:

The NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, a body corporate and politic with corporate succession, constituting a political subdivision organized and existing under and by virtue of the laws of the State of New Jersey (hereinafter called the "Authority"), acknowledges itself indebted and for value received hereby promises to pay to the Registered Owner named above, or its registered assigns, on the Maturity Date stated above, upon presentation and surrender of this Bond at the principal corporate trust office of the Trustee hereinafter mentioned, in lawful money of the United States of America, the Principal Sum stated above and interest thereon until the Principal Sum is paid from the most recent interest payment date next preceding the date of authentication hereof, unless the date of authentication hereof is an interest payment date, in which case from the date of authentication hereof, or unless the date of authentication hereof is prior to the first interest payment, in which case from September __, 2008, or unless the date of authentication hereof is between a record date for such interest, which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding an interest payment date, and the next succeeding interest payment date, in which case from such interest payment date, at the Interest Rate stated above, payable initially on January 1, 2009 and semiannually thereafter on the first day of July and January of each year. Payment of the interest on this Bond shall be paid by check mailed to the registered owner hereof at the address of such registered owner as it shall appear on the registration books of the Authority, which shall be kept at the principal corporate trust office of the Bond Registrar hereinafter mentioned, at the close of business on the record date for such interest, which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding such interest payment date, except that in the case of such registered owner of \$1,000,000 or more in aggregate principal amount of 2008 Series J Bonds, upon the written request of such registered owner to the Trustee, specifying the account or accounts to which such payment shall be made, payment of interest shall be made by wire transfer of immediately available funds to such registered owner. Any such request shall remain in effect until revoked or revised by such holder by an instrument in writing delivered to the Trustee. However, so long as the 2008 Series

J Bonds (as hereinafter defined) are held in book-entry form pursuant to the Resolution (as hereinafter defined), the provisions of the Resolution governing such book-entry form shall govern repayment of the principal of and redemption premium, if any, and interest on the 2008 Series J Bonds. The principal of this Bond is payable upon surrender at the principal corporate trust office of The Bank of New York Mellon, West Paterson, New Jersey (the "Trustee" and "Bond Registrar").

This Bond is one of a duly authorized issue of bonds of the Authority designated "New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2008 Series J" (hereinafter called the "2008 Series J Bonds"), which has been duly issued by the Authority under and pursuant to the laws of the State of New Jersey, particularly the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A, Education Law, of the New Jersey Statutes, as amended and supplemented) (hereinafter called the "Act"), and pursuant to the Princeton University Revenue Bond Resolution, adopted by the Authority on February 16, 1999 (the "General Resolution"), as amended and supplemented, and the 2008 Series J Series Resolution, adopted by the Authority on July 23, 2008 (such resolutions being sometimes hereinafter collectively called the "Resolution"). This Bond and the issue of which it is a part is a special and limited obligation of the Authority payable from and secured by a pledge of and lien on the Revenues (as defined in the Resolution) equally and ratably with the Outstanding Parity Bonds, all other 2008 Series J Bonds of this issue and any other Additional Bonds to be issued on a parity herewith as permitted by the Resolution. Revenues are defined in the Resolution to include all payments received by the Authority pursuant to loan agreements between the Authority and The Trustees of Princeton University (the "University") to finance any facility permitted by the Resolution or any Applicable Series Resolution. All capitalized terms used but not defined herein shall have the respective meanings assigned to such terms in the Resolution.

This Bond is one of a total authorized issue of \$ _____, all of like date and tenor except as to number, interest rate, maturity date, denomination and redemption provisions, issued to obtain funds to finance: (i) in whole or in part, the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of (a) the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, (b) the purchase of capital equipment for academic departments and administrative and supporting units, and (c) the construction of academic, administrative and/or student related capital facilities; and (ii) the payment of certain costs incidental to the sale and issuance of the 2008 Series J Bonds, through a loan to the University and for other purposes provided by the Resolution, to which Resolution reference is hereby made for a description of the funds, revenues and charges pledged thereunder, the nature and extent of the security thereby created, and the rights, limitations of rights, obligations, duties and immunities of the Authority, the Trustee and the registered owners of the 2008 Series J Bonds. Certified copies of the Resolution are on file in the principal corporate trust office of the Trustee and in the office of the Authority.

As provided in the Resolution, Bonds of the Authority may be issued from time to time pursuant to one or more series resolutions in various principal amounts, may mature at different

times, may bear interest at different rates and may otherwise vary as provided in the Resolution. The aggregate principal amount of Bonds that may be issued is not limited except as provided in the Resolution, and all Bonds issued and to be issued as permitted by the Resolution are and will be equally secured by the pledge and covenants made therein except as otherwise expressly provided or permitted in the Resolution.

The Resolution provides that Additional Parity Bonds may be issued thereunder to provide additional funds for certain purposes including to finance the costs of certain other facilities for the University and that refunding bonds may be issued to refund Outstanding Bonds under the Resolution. All Additional Parity Bonds and refunding bonds shall be issued pursuant to series resolutions and shall be secured by an equal charge and lien on, and shall be payable equally from, the Revenues. The 2008 Series J Bonds have been issued as provided in Section 2.05 of the General Resolution.

[The 2008 Series J Bonds maturing on or before July 1, 20__ are not subject to optional redemption prior to maturity. The 2008 Series J Bonds maturing on or after July 1, 20__ are subject to redemption prior to maturity on or after July 1, 20__ at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2008 Series J Bonds outstanding of any maturity shall be called for redemption, such 2008 Series J Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to [100]% of the principal amount to be redeemed, plus interest accrued to the redemption date.]

[The 2008 Series J Bonds maturing on July 1, 20__ shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date. The Sinking Fund Installments shall be sufficient to redeem the principal amount of the 2008 Series J Bonds on July 1 in each of the years and in the principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

\$

*

*Final maturity.

The 2008 Series J Bonds maturing on July 1, 20__ shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date. The Sinking Fund Installments shall be sufficient to redeem the principal amount of the 2008 Series J Bonds on July 1 in each of the years and in the principal amounts as follows:

Year Principal Amount

\$

*

*Final maturity.]

Redemption of any of the 2008 Series J Bonds shall otherwise be effected in accordance with the Resolution.

In the event this 2008 Series J Bond shall be called for redemption, notice of such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to the registered owners of any 2008 Series J Bonds to be redeemed at their last address appearing on the registration books of the Authority kept by the Bond Registrar, and such mailing shall be a condition precedent to such redemption. Failure of any registered owner of any 2008 Series J Bond to receive such notice, or any defect therein, shall not affect the validity of the proceedings for the redemption of the 2008 Series J Bonds. Notice of redemption having been mailed as aforesaid, the 2008 Series J Bonds so called for redemption, on the date specified in such notice, shall become due and payable at the applicable Redemption Price herein provided, and from and after the date so fixed for redemption, interest on the 2008 Series J Bonds so called for redemption shall cease to accrue and be payable.

In case an event of default (as defined in the Resolution) shall occur, the principal of this 2008 Series J Bond may be declared due and payable in the manner and with the effect provided in the Resolution.

The 2008 Series J Bonds are special and limited obligations of the Authority payable from the Revenues, and neither the State of New Jersey nor any political subdivision thereof, other than the Authority, shall be obligated to pay the principal of or interest on the 2008 Series J Bonds except from the Revenues, and neither the faith and credit nor the taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal of or interest on the 2008 Series J Bonds. The Authority has no taxing power.

No recourse shall be had for the payment of the principal of or interest on this 2008 Series J Bond against any member, employee or other officer of the Authority or against any person executing this 2008 Series J Bond, all of such liability, if any, being hereby expressly waived and released by every registered owner of this 2008 Series J Bond by the acceptance hereof and as a part of the consideration hereof, as provided in the Resolution.

The Resolution contains provisions permitting the Authority, with the consent of the registered owners of not less than 66-2/3% in aggregate principal amount of the Outstanding Parity Bonds, the 2008 Series J Bonds and any Additional Parity Bonds outstanding, evidenced as provided in the Resolution, to adopt supplemental resolutions modifying any of the provisions of the Resolution, any supplemental resolution or the 2008 Series J Bonds or releasing the Authority from any of the obligations, covenants, agreements, limitations, conditions or restrictions therein contained; provided, however, that no such supplemental resolution shall: (i)

change any terms of redemption of the 2008 Series J Bonds or the due date of principal of or interest on the 2008 Series J Bonds or make any reduction in the principal or Redemption Price of or interest on any 2008 Series J Bond, without the consent of the registered owner of each 2008 Series J Bond so affected; or (ii) reduce the aforesaid percentage of bonds the consent of the registered owners of which is required for any such supplemental resolution, without the consent of the registered owners of all of said bonds then outstanding.

The 2008 Series J Bonds are issuable in the form of fully registered bonds, without coupons, in denominations of \$5,000 each or any integral multiple thereof. This 2008 Series J Bond is transferable as provided in the Resolution, only upon the books of the Authority kept for that purpose at the above-mentioned office of the Bond Registrar, by the registered owner hereof in person or by his duly authorized attorney, upon surrender of this 2008 Series J Bond together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or by his duly authorized attorney, and thereupon a new registered 2008 Series J Bond or Bonds in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Resolution and upon payment of the charges therein prescribed. The Authority, the Bond Registrar and any paying agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price hereof and interest due hereon and for all other purposes.

It is hereby certified, recited and declared by the Authority that all acts, conditions and things required by the Constitution and statutes of the State of New Jersey and the Resolution to exist, to happen and to be performed precedent to and in the issuance of the 2008 Series J Bonds, of which this 2008 Series J Bond is a part, in order to make them the legal, valid and binding, special and limited obligations of the Authority in accordance with their terms, exist, have happened and have been performed in regular and due time, form and manner as required by law, and the issuance of the 2008 Series J Bonds, together with all other indebtedness of the Authority, does not exceed or violate any constitutional, statutory or other limitation relating to the amount of bonded indebtedness prescribed by law for the Authority.

This 2008 Series J Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this 2008 Series J Bond shall have been authenticated by the execution by the Trustee, or by any authenticating agent of the Trustee approved by the Authority, of the Certificate of Authentication hereon.

IN WITNESS WHEREOF, New Jersey Educational Facilities Authority has caused this 2008 Series J Bond to be executed in its name by the manual or facsimile signature of its Chair, Vice Chair or Executive Director and its official common seal (or a facsimile thereof) to be hereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary, all as of the Dated Date.

**NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY**

[SEAL]

By: _____
Chair

ATTEST:

Secretary

CERTIFICATE OF AUTHENTICATION

This 2008 Series J Bond is one of the 2008 Series J Bonds described in the within-mentioned Resolution.

**THE BANK OF NEW YORK MELLON, as
Trustee**

By: _____
Authorized Signatory

Date of Authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED, _____
hereby sells, assigns and transfers unto _____
the within 2008 Series J Bond issued by the New Jersey Educational Facilities Authority, and all
rights thereunder, hereby irrevocably appointing
_____ attorney to transfer said 2008 Series J Bond on
the bond register, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Notice: The Assignor's signature to this assignment must correspond with the name as it appears upon the face of the within 2008 Series J Bond in every particular, without alteration or any change whatsoever.

[End of Form of 2008 Series J Bond]

Section 2.15. Sale of 2008 Series J Bonds. The power to fix the date and place for the sale of all or any part of the 2008 Series J Bonds and other details relating thereto in such manner as he or she shall deem to be in the best interests of the Authority is hereby delegated to any Authorized Officer. A Certificate of Determination of an Authorized Officer awarding the 2008 Series J Bonds shall be final and conclusive as to the purchaser or purchasers thereof, the rates of interest per annum to be borne thereby, the purchase price thereof and any other terms and details relating to the sale and issuance of the 2008 Series J Bonds.

The preparation, publication and distribution of a Preliminary Official Statement and an Official Notice of Sale (in substantially the forms presented to the Authority at the time of adoption hereof, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, ratified and confirmed, the preparation and distribution of a final Official Statement for the 2008 Series J Bonds (in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, and any Authorized Officer is hereby authorized to sign and deliver to the purchaser or purchasers of the 2008 Series J Bonds the Official Statement in final form acceptable to such Authorized Officer. Any Authorized Officer is hereby authorized, with the advice of Bond Counsel and the Attorney General of the State, to deem the Preliminary Official Statement final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, and to provide written evidence relating thereto in form acceptable to Bond Counsel. Any Authorized Officer is hereby authorized and directed to deliver the 2008 Series J Bonds to the purchaser or purchasers thereof and to approve, execute and deliver all documents and instruments required in connection therewith, with such changes, omissions, insertions and revisions as shall be deemed necessary or advisable by the officer executing the same.

The 2008 Series J Bonds shall be executed in the name of the Authority by the manual or facsimile signature of its Chair, Vice Chair or Executive Director and its official common seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary or any Assistant Secretary or in such other manner as may be permitted by law.

Notwithstanding the foregoing provisions of this Section 2.15, in the event that an Authorized Officer determines, in consultation with Bond Counsel and the Attorney General of the State that (a) the issuance of the 2008 Series J Bonds involves certain circumstances under which a negotiated bond sale is permissible as outlined in Executive Order No. 26 (Whitman 1994) ("Executive Order No. 26"), namely, volatile market conditions and a competitive sale of the 2008 Series J Bonds is not in the best interest of the Authority and the University or (b) the competitive sale was held and all bids were rejected in accordance with the Official Notice of Sale, the sale of the 2008 Series J Bonds shall be governed by Section 2.18 hereof.

Section 2.16. Continuing Disclosure. Pursuant to Section 27 of the Agreement, the University has undertaken all responsibility for compliance with all continuing disclosure requirements, and the Authority shall have no liability to the holders of the 2008 Series J Bonds or any other person with respect to such disclosure matters. The Trustee shall comply with and

carry out all of the obligations imposed on the Trustee under the Continuing Disclosure Agreement and Section 27 of the Agreement. The form of the Continuing Disclosure Agreement presented at this meeting (a copy of which shall be filed with the records of the Authority) is hereby approved. Notwithstanding any other provision of the Resolution and this 2008 Series J Series Resolution, failure of the University to comply with the Continuing Disclosure Agreement shall not be considered an "event of default" under Section 7.01 of the Resolution; however, the Trustee may (and at the request of any Participating Underwriter or the holders of at least twenty-five percent (25%) in aggregate principal amount of 2008 Series J Bonds Outstanding, the Trustee shall, subject to the provisions of Section 6.02 of the Resolution) or any holder of the 2008 Series J Bonds may take such actions as may be deemed necessary or appropriate, including seeking mandate or specific performance by court order, to cause the University to comply with its obligations under Section 27 of the Agreement or to cause the Trustee to comply with its obligations under this Section 2.16.

Section 2.17. Additional Proceedings. As additional proceedings of the Authority in connection with the sale and delivery of the 2008 Series J Bonds hereby authorized, there is hereby delegated to an Authorized Officer, the power to take the following actions and make the following determinations as to the 2008 Series J Bonds by the Certificate of Determination of an Authorized Officer of any one such Authorized Officer:

(a) To receive the Official Bid Form pursuant to the Official Notice of Sale and, if such Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State, so determines, to reject any or all submitted Official Bid Forms, so far as permitted by law, to waive any irregularities or informalities in the Official Bid Form for the 2008 Series J Bonds, to postpone the date of the sale of the 2008 Series J Bonds and to exercise any and all rights of the Authority under the Official Notice of Sale. If the Authorized Officer rejects all submitted Official Bid Forms, the Authorized Officer shall also be and is hereby authorized to hold another 2008 Series J Bond sale in accordance with the provisions of this 2008 Series J Series Resolution and, in connection with such additional 2008 Series J Bond sale, to distribute a Notice of Sale, an Official Bid Form and a Preliminary Official Statement in substantially the forms presented to this meeting with such changes and insertions to and omissions from such document forms as may be appropriate upon the advice of Bond Counsel and the Attorney General of the State.

(b) To arrange for the submission of bids electronically utilizing the services of such provider of electronic bidding services and on such terms and conditions as such Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State, shall determine, or, if such Authorized Officer so determines, with the advice of Bond Counsel and the Attorney General of the State, to discontinue any such arrangements prior to the sale of the 2008 Series J Bonds and to require that all bids be submitted by hand delivery.

(c) To award the 2008 Series J Bonds to the successful bidder in accordance with the Official Notice of Sale.

(d) To return the Deposits of all unsuccessful bidders delivered to the Authority.

Section 2.18. Negotiated Bond Sale Provisions. In the event that an Authorized Officer determines, in consultation with Bond Counsel and the Attorney General of the State, that either (a) a competitive sale of the 2008 Series J Bonds is not in the best interest of the Authority and the University or (b) a competitive sale of the 2008 Series J Bonds is held and all bids are rejected in accordance with the Official Notice of Sale, the following provisions set forth in this Section 2.18 shall apply:

(a) Authorization of Negotiated Sale. The Authority hereby finds and determines that the issuance of the 2008 Series J Bonds involves certain circumstances under which a negotiated bond sale is permissible as outlined in Executive Order No. 26, namely, volatile market conditions. The Authority has selected and approved underwriters in accordance with Executive Order No. 26. An Authorized Officer is hereby authorized to sell the 2008 Series J Bonds to any such firm selected from the list previously approved by the Authority on a negotiated basis.

(b) Authorization of Execution and Delivery of the Contract of Purchase. Any Authorized Officer is hereby authorized to execute and deliver on behalf of the Authority a contract of purchase (a "Contract of Purchase") by and among the Authority and the Senior Managing Underwriter (selected as hereinafter provided), on behalf of itself and any additional underwriters appointed pursuant to Section 2.18(c) hereof, and the University in the form determined by and as shall be approved by an Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State (such approval to be evidenced conclusively by such Authorized Officer's execution thereof) for the purchase of the 2008 Series J Bonds at the price or prices to be agreed upon; provided; however, that the Underwriters' discount for the 2008 Series J Bonds shall not exceed \$7.00 per \$1,000.00 of principal amount of the 2008 Series J Bonds. A copy of the Contract of Purchase as executed shall be filed with the records of the Authority.

(c) Appointment of Underwriters. The Authority hereby delegates to an Authorized Officer the appointment and determination of the Senior Managing Underwriter and any co-senior managing underwriter and co-managers (collectively, the "Underwriters"), which firms shall be selected from the list previously approved by the Authority. The Underwriters shall be compensated in an amount or amounts in accordance with Section 2.18(b) of this Resolution, with the execution of the Contract of Purchase being conclusive evidence of such approval.

(d) True Interest Cost. The 2008 Series J Bonds shall be dated and shall bear interest at such rate or rates set forth for the applicable maturities in the Contract of Purchase; provided, however, that the true interest cost for the 2008 Series J Bonds shall not exceed 7.00% per annum.

(e) Maturity Date. All 2008 Series J Bonds shall mature as set forth in the Contract of Purchase, in each of the years and in the amounts set forth in the Contract of Purchase; provided, however, that the final maturity date will be no later than July 1, 2043.

ARTICLE III

APPLICATION AND DISBURSEMENT OF 2008 SERIES J BOND PROCEEDS, CERTAIN MONEYS AND REVENUES

Section 3.01. Confirmation of Establishment of Funds. The Authority hereby ratifies and confirms the establishment of the following funds and separate accounts within funds under the Resolution, which funds and accounts shall be held, maintained and applied by the Trustee in accordance with Article IV of the Resolution, except as so provided in this 2008 Series J Series Resolution, for the 2008 Series J Bonds:

Revenue Fund;
Debt Service Fund;
 Interest Account (for the 2008 Series J Bonds);
 Principal Account (for the 2008 Series J Bonds);
 Sinking Fund Account (for the 2008 Series J Bonds);
Rebate Fund; and
Redemption Fund.

Section 3.02. Establishment of Construction Fund. Pursuant to Section 4.01 of the Resolution, the Construction Fund for the 2008 Series J Bonds is hereby created and established to be held by the Trustee and maintained and applied by the Authority.

Section 3.03. Application of 2008 Series J Bond Proceeds and Allocation Thereof. Upon receipt of the proceeds of the 2008 Series J Bonds, including accrued interest thereon, the Authority shall make payments from such moneys as follows: (i) a sum equal to the interest on the 2008 Series J Bonds accruing from their dated date to their date of delivery (if such dated date is not the date of delivery) will be paid to the Trustee for deposit in the Interest Account (for the 2008 Series J Bonds) of the Debt Service Fund, and (ii) the balance of the proceeds shall be deposited in the Construction Fund for payment of the costs of 2008 Project and certain Costs of Issuance.

Section 3.04. Application of Certain Moneys. Upon receipt by the Authority of any moneys for the purpose of paying costs of the 2008 Project pursuant to the Agreement, the Authority shall deposit all such moneys so received in the Construction Fund for the 2008 Project.

Section 3.05. Application of Moneys in Construction Fund. Moneys on deposit in the Construction Fund shall be applied as provided in Section 4.03 of the Resolution.

Section 3.06. Deposit of Revenues and Allocation Thereof. There is established and created by this 2008 Series J Series Resolution an account within the Revenue Fund to be designated the "2008 Series J Revenue Account". Notwithstanding anything in the Resolution to the contrary, moneys in the 2008 Series J Revenue Account of the Revenue Fund shall be paid to the Trustee on or prior to the fifth 5th day after deposit thereof as follows and in the following order of priority:

First: To the Interest Account of the Debt Service Fund, the amount necessary to equal the unpaid interest to become due on the Bonds Outstanding on the next succeeding semiannual interest payment date.

Second: To the Principal Account of the Debt Service Fund, the amount, if any, necessary to make the amount on deposit in the Principal Account equal to the principal amount becoming due on the Bonds Outstanding on the next succeeding July 1.

Third: To the Sinking Fund Account of the Debt Service Fund, the amount, if any, necessary to make the amount on deposit in the Sinking Fund Account equal to the sinking fund installment, if any, payable on the Bonds Outstanding on the next succeeding July 1.

Fourth: To the Authority, the amounts as are payable to the Authority for (i) any expenditures of the Authority for insurance, fees and expenses of auditing and fees and expenses of the Trustee, all as required by the Resolution and not otherwise paid or caused to be paid or provided for by the University; (ii) all other expenditures reasonably and necessarily incurred by the Authority by reason of its financing of the 2008 Project in accordance with the Loan Agreement, including expenses incurred by the Authority to compel full and punctual performance of all provisions of the Loan Agreement in accordance with the terms thereof; and (iii) the Annual Administrative Fee unless otherwise paid, but only upon receipt by the Trustee from the Authority of a certificate signed by an Authorized Officer stating in reasonable detail the amounts payable to the Authority.

Section 3.07. Investment of Moneys in Construction Fund. For purposes of the 2008 Series J Bonds only, notwithstanding anything contained in Section 4.08 of the Resolution to the contrary, in addition to any investment permitted in Section 4.08 of the Resolution with respect to the Construction Fund, moneys deposited in the Construction Fund may also be invested in (i) the New Jersey Cash Management Fund; and (ii) investment agreements with banks that, at the time such agreement is executed, are rated by Standard & Poor's Rating Group, a division of The McGraw-Hill Companies ("S&P") or Moody's Investors Service ("Moody's") in one of the two highest rating categories assigned by S&P or Moody's (without regard to any refinement or gradation of rating category by numerical modifier or otherwise) or investment agreements with non-bank financial institutions which, (1) all of the unsecured direct long-term debt of either the non-banking financial institution or the related guarantor of such non-bank financial institution that is rated by S&P or Moody's at the time such agreement is executed is rated in one of the two highest rating categories (without regard to any refinement or gradation of rating category by numerical modifier or otherwise) for obligations of that nature; or (2) if such non-bank financial institutions have no outstanding long-term debt that is rated, all of the short-term debt of either the non-banking financial institution or the related guarantor of such non-bank financial institution that is rated by S&P or Moody's in the highest rating category (without regard to any refinement or gradation of the rating category by numerical modifier or otherwise) assigned to short term indebtedness by S&P or Moody's.

ARTICLE IV

MISCELLANEOUS

Section 4.01. Loan Agreement. The form of the Loan Agreement, by and between the Authority and the University, in the form submitted to the Authority on this date shall be, and the same is, in all respects, hereby authorized, approved and confirmed, and an Authorized Officer is authorized to execute and deliver the Loan Agreement to the University. The Loan Agreement shall be substantially in the form presented to the Authority with all necessary and appropriate variations, omissions and insertions as approved, permitted or required by an Authorized Officer or as advised by Bond Counsel and the Attorney General of the State, and the execution and delivery thereof shall be conclusive evidence of such approval.

Section 4.02. Investment of Proceeds of 2008 Series J Bonds. The Authority will make no use of the proceeds of the 2008 Series J Bonds that would cause the 2008 Series J Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Internal Revenue Code of 1986, as amended (the "Code"); and the Authority hereby imposes on itself, on the Trustee and on all officers having custody or control of the proceeds of the 2008 Series J Bonds, throughout the term of the 2008 Series J Bonds, the obligation to comply with the applicable requirements of Section 148(a) of the Code and the Treasury Regulations promulgated thereunder, and all other applicable regulations, so that none of the 2008 Series J Bonds will be or become an arbitrage bond; provided, that the Trustee, in following the directions of the Authority, shall have no responsibility to determine whether such investment is in violation of such regulations.

Section 4.03. Covenant as to Program Investments. In accordance with the requirements applicable to the "program investments" under Treasury Regulations §1.148-1(b), the Authority covenants that it shall require that neither the University nor any person or related persons (within the meaning of Treasury Regulations §1.150-1(b)) shall purchase bonds of the Authority that finance the program in an amount related to the amount of the loan.

Section 4.04. Tax Covenants Relating to Internal Revenue Code of 1986. In order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2008 Series J Bonds, the Authority shall comply with the provisions of the Code applicable to the 2008 Series J Bonds, including, without limitation, the provisions of the Code relating to the computation of the yield on investments of the Gross Proceeds (as defined in the Letter of Instructions) of the 2008 Series J Bonds, reporting of earnings on the Gross Proceeds of the 2008 Series J Bonds, and rebate of excess earnings to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Authority shall comply with the Letter of Instructions, to be delivered by Bond Counsel at the time the 2008 Series J Bonds are issued, as to compliance with the Code with respect to the 2008 Series J Bonds, as such letter may be amended from time to time, as a source of guidance for achieving compliance with the Code. All of the representations and warranties of the Authority contained in the Arbitrage Certificate and of the University contained in the Representation Letter are incorporated herein by reference with the same force and effect as if set forth in full herein.

The Authority may pay requisitions from 2008 Series J Bond proceeds or investment earnings thereon with respect to the Costs of Issuance of the 2008 Series J Bonds only to the extent that the aggregate requisitions paid with such proceeds with respect to the Costs of Issuance do not cause the amount paid for Costs of Issuance with the proceeds of the 2008 Series J Bonds or the investment earnings thereon to exceed two percent (2%) of the "proceeds" of the 2008 Series J Bonds (within the meaning of Section 147(g) of the Code).

The Authority shall not take or permit any action or fail to take any action that would adversely affect the status of the 2008 Series J Bonds as "qualified 501(c)(3) bonds" under Section 145(a) of the Code or otherwise cause the interest on the 2008 Series J Bonds to lose the exclusion from gross income for federal income tax purposes under Section 103 of the Code.

Notwithstanding any other provision of the Resolution and this 2008 Series J Series Resolution to the contrary, the covenants contained in this Section 4.04 shall survive the payment of the 2008 Series J Bonds and the interest thereon, including any payment or discharge thereof pursuant to Section 11.03 of the Resolution, as long as necessary in order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2008 Series J Bonds.

Section 4.05. Authorization to Invest 2008 Series J Bond Proceeds. Any Authorized Officer is authorized to enter into, or direct the Trustee to enter into, one or more agreements to invest the proceeds of the 2008 Series J Bonds as provided in Section 4.08 of the Resolution and Section 3.07 of this 2008 Series J Series Resolution, in the event that such Authorized Officer determines, in consultation with and with the consent of the University, that it is advantageous to the University for the Authority to invest any proceeds of the 2008 Series J Bonds as so provided in Section 4.08 of the Resolution and Section 3.07 of this 2008 Series J Series Resolution.

Section 4.06. Conflict. All resolutions or parts of resolutions or other proceedings in conflict herewith are repealed insofar as such conflict exists.

Section 4.07. Effective Date. This 2008 Series J Series Resolution shall take effect as provided for under the Act.

___Ms. Style___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Beardsley___ and upon roll call the following members voted:

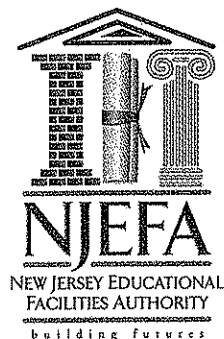
AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
PHONE 609-987-0880 • FAX 609-987-0850 • www.njeda.com

TERM SHEET

Borrower: Princeton University, Princeton, New Jersey

Issue: 2008 Series J

Amount: Not to Exceed \$250,000,000

Purpose: To provide funds to finance: (i) in whole or in part, the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of (a) the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, (b) the purchase of capital equipment for academic departments and administrative and supporting units, and (c) the construction of academic, administrative and/or student related capital facilities (collectively, "Facility W" or the "2008 Project"); and (ii) the payment of certain costs of issuance.

Security: General Obligation of the University

Structure: Competitive Sale, Fixed Rate

Term: No later than July 1, 2043

True Interest Cost: Not to Exceed 7.00%

Expected Bond Ratings: Aaa - Moody's Investors Service
AAA - Standard & Poor's Corporation

Tentative Sale Date: Week of September 1, 2008

Tentative Closing: Week of September 8, 2008

The Authority Members will be asked to adopt the 2008 Series J Series Resolution pertaining to the 2008 Series J Bonds (the "Bonds") which outlines the various parameters of the financing; authorizes the issuance of the Bonds; authorizes and approves the form of all legal documents necessary for the financing, including the Loan Agreement, Continuing Disclosure Agreement, form of Notice of Sale, Summary Notice of Sale, Preliminary Official Statement and Official Statement; and delegates to any Authorized Officer of the Authority the ability to take all actions as may be necessary to sell, award and issue the Bonds and execute all necessary bond documents and finalize this transaction.

In the event that the Authority, in consultation with the University, bond counsel and the Attorney General of the State, determines the sale of the Bonds involves certain circumstances under which a negotiated sale is permissible and more advantageous, the 2008 Series J Resolution also authorizes all actions necessary for the negotiated sale of bonds, including the appointment of the Underwriter(s) and the execution of a Contract of Purchase with the Underwriter(s) for the transaction.

Professionals on the Transaction:

Bond Counsel:	McCarter & English, LLP
Authority's Counsel:	Attorney General of the State of New Jersey
University's Counsel:	Princeton University, Office of General Counsel
Authority's Financial Advisor:	Public Financial Management, Inc.
University's Financial Advisor:	Government Finance Associates, Inc
Trustee:	The Bank of New York
Trustee's Counsel:	To Be Determined

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

**2008 SERIES J SERIES RESOLUTION
ADOPTED JULY 23, 2008**

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED

\$250,000,000

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
PRINCETON UNIVERSITY REVENUE BONDS, 2008 SERIES J**

___Ms. Style___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Vazquez___ and upon roll call the following members voted:

AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY CONSENTING TO CERTAIN SUBLEASE OR LICENSE
ARRANGEMENTS WITH RESPECT TO PROPERTY LEASED TO
KEAN UNIVERSITY IN CONNECTION WITH THE AUTHORITY'S
REVENUE BONDS, KEAN UNIVERSITY ISSUE, SERIES 2005 B**

- WHEREAS,** The New Jersey Educational Facilities Authority (the "Authority") issued its Revenue Bonds, Kean University Issue, Series 2005 B (the "2005 B Bonds") which were issued, *inter alia*, to finance facilities for the East Campus, which includes the Nathan Weiss Graduate College (the "Graduate College"); and
- WHEREAS,** Repayment of the 2005 B Bonds is secured by the Lease and Agreement dated as of December 1, 2005 (the "Agreement") by and between the Authority and the Board of Trustees of Kean University (the "University"); and
- WHEREAS,** Pursuant to the Agreement, the Authority leases the East Campus to the University and the University agrees to pay annual rent to the Authority in amounts sufficient, *inter alia*, to pay debt service on the outstanding 2005 B Bonds; and
- WHEREAS,** The University has requested the Authority to consent to entry by the University directly or indirectly into a sublease or license arrangement with Au Bon Pain (the "Arrangement") for the purpose of operating an on-campus café substantially in accordance with terms set forth in a proposed Letter of Intent between the University and Au Bon Pain attached hereto as Exhibit A (the "Letter of Intent"); and
- WHEREAS,** The University has advised the Authority that the café will be used, in part, to provide opportunities to students of the Graduate College to obtain experience in the food service industry; and
- WHEREAS,** The Authority has determined that it is advisable to consent to entry by the University into the Arrangement and to authorize appropriate officers of the Authority to provide the necessary consent and to take all necessary and appropriate actions to effectuate entry into the Arrangement.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

Section 1. Consent to Entry By the University Into The Arrangement.

The Authority hereby consents to entry by the University into the Arrangement substantially in accordance with the terms set forth in the Letter of Intent and authorizes the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management, Secretary and any Assistant Secretary of the Authority (each an "Authorized

Officer") to consent to and/or approve the form of any sublease(s) and/or license(s) directly or indirectly with Au Bon Pain (collectively, "Agreements") necessary to effectuate the Arrangement and to execute and deliver, if required, any such Agreements in the form approved by the Authorized Officer executing the same with the advice of bond counsel and Attorney General of the State of New Jersey, such execution and delivery to be conclusive evidence of the approval thereof by such Authorized Officer.

Section 2. Prior Action Ratified; All Other Necessary Action Authorized.

Any and all prior actions taken by the Authority in connection with the entry by University into the Arrangement are hereby ratified and confirmed. The Authorized Officers, are each hereby authorized and directed to undertake any and all actions necessary to effect the consent of the Authority to the Arrangement, and to consent to and/or approve the form of the Agreements, and to execute and deliver, if required, the Agreements and any other consents, agreements, documents, certificates, directions and notices as may be necessary, advisable, or appropriate to effect such consent and the taking of any such action, and the execution and delivery, if required, of the Agreements and each such consent, agreement, documents, certificates, directions and notices shall be conclusive evidence of the approval thereof by the Authorized Officer taking such action and of its necessity, advisability or appropriateness.

Section 3. Effective Date.

This Resolution shall take effect in accordance with the provisions of the *N.J.S.A.* 18A:72A-4(i).

LETTER OF INTENT

July 17, 2008

Vincent Burke
Vice President for Facilities and Campus Planning
Kean University
1000 Morris Avenue
Union, NJ 07083

RE: Au Bon Pain Café at the Nathan Weiss Graduate College

Dear Vinny:

We are pleased to present to you this letter which sets forth the terms on which Au Bon Pain Corporation ("Au Bon Pain" or "Tenant") is willing to negotiate a lease for the premises commonly known as the Café at the Nathan Weiss Graduate College, 1000 Morris Avenue, Union NJ 07083 (the "Premises"). This letter is not intended to be a binding contract, a lease or an offer to lease, but is intended only to provide the basis for negotiations for lease documents between **Kean University and/or the Kean University Foundation, Inc.** ("Landlord") and Au Bon Pain as the Tenant.

PREMISES: Approximately 3,000 square feet of space on the first floor (and 500 square feet of space on the building's second floor in the student union) as shown on the attached site plan. **[ATTACH SITE PLAN; MARK PREMISES]** Landlord will provide Tenant with the legal description of the land upon which the Building is located (the "Property").

LANDLORD: **Kean University and/or Kean University Foundation, Inc.** Landlord will provide Tenant with a W-9 and written verification of its ownership of or other interest in the Premises within fifteen (15) days of execution of this letter.

TENANT: Au Bon Pain Corporation, a Delaware corporation

LEASE: Au Bon Pain standard lease.

TERM: Ten (10) years plus four (4) consecutive five (5)-year options to extend the term.

RENT: Tenant shall pay Six Percent (6%) of Sales as outlined in Percentage Rent Clause below.

PERCENTAGE RENT: Tenant will pay to Landlord six percent (6%) of Tenants annual gross sales from the Premises (recorded in accordance with Tenant's standard accounting practices). The sale of Gift certificates and gift cards are excluded from gross rent so long as gift certificates and gift cards do not exceed five percent (5%) of gross sales. Tenant will pay percentage rent monthly within thirty (30) days following the end of the month.

RENT COMMENCEMENT: Tenant will not pay rent until the date that is the earlier of (A) the date Tenant opens for business at the Premises, or (B) one hundred twenty (120) days after the later of (i) delivery of the premises by Landlord with substantially all work complete and (ii) receipt of all permits for intended improvements by Tenant.

USE: A cafe or any other lawful retail or restaurant use.

EXCLUSIVE USE: Landlord will not sell or permit any party, other than Tenant, to sell on the Property (Kean University, East Campus) (a) baked goods, desserts, frozen desserts, salads, sandwiches, soups, juices, candies and novelties, (b) whole and ground coffee beans, (c) espresso/coffee/tea-based drinks, (d) espresso/coffee/tea related equipment, supplies and accessories or (e) gourmet, brand-identified brewed coffee.

EARLY TERMINATION: Upon giving Landlord at least one hundred-twenty (120) days prior written notice, Tenant may terminate the Lease on or after the last day of the 3rd lease year.

ASSIGNMENT AND SUBLETTING: Tenant may sublease the Premises or any portion thereof or assign the Lease without Landlord's consent. For purposes of the Lease, any sale or transfer of capital stock including redemption or issuance of additional stock of any class will not be deemed an assignment, subletting or any other transfer of the Lease or the Premises. Landlord will not be entitled to receive any consideration with respect to any assignment or subletting. For purposes of the Lease, any sale or transfer of capital stock, including redemption or issuance of additional stock of any class, will not be deemed an assignment, subletting or transfer of the Lease.

HOURS OF OPERATION AND GO DARK: If Tenant is open for business, Tenant will be open for business at least ten (10) hours per day for six (6) days per week during both Fall and Spring college semesters. During holidays and summer semesters, Tenant retains the right to operate on reduced hours. Reduced hours will be mutually agreed upon by Landlord. Landlord will not unreasonably withhold approval. Tenant may close in the event of casualty or condemnation, or for periodic remodeling and inventory.

AU BON PAIN IMPROVEMENTS: Tenant may install such tenant improvements, fixtures and finishes in the Premises as Tenant deems necessary or desirable, subject to Landlord's approval. Landlord will not unreasonably withhold its approval. Tenant may remove its improvements and fixtures when it vacates the Premises. Landlord will have the right to approve all structural changes or changes to the exterior storefront proposed by Tenant. Landlord will not unreasonably withhold its approval.

HAZARDOUS WASTE: Promptly after execution of this letter, Landlord will provide Tenant with copies of all environmental reports (if any) relating to the Property. Landlord will (a) be responsible for removing any hazardous materials on the Property which affect the Premises, and (b) hold Tenant harmless from loss relating to any such hazardous materials. Landlord will remove any asbestos or asbestos containing materials from the Premises before delivering possession of the Premises. Tenant will hold Landlord harmless from loss for any hazardous waste created by Tenant.

SIGNAGE: Tenant may install signs in, on and about the Premises to the maximum extent permitted by local law, subject to approval by Landlord. Landlord will not unreasonably withhold its approval.

TAXES AND INSURANCE: Landlord will insure and pay the taxes for the Building. Landlord will repair and maintain all parts of the Building and Property, including foundation, structure, roof, exterior, parking lot, landscaping, and lighting, in good condition and at least comparable to its present condition, and in accordance with all codes and regulations, at Landlord's cost.

UTILITY/TRASH/REAL ESTATE COSTS: All utilities and trash charges shall be paid by Landlord; University is not subject to any real estate taxes currently, but if the University's taxable status shall change and taxes become due, Au Bon Pain shall pay its percentage share of the real estate taxes.

CONDITION OF PREMISES AND BUILDING: The Premises will be in sound condition, with all of Landlord's work complete and in compliance with all applicable federal, state and local codes. The structural elements, roof and building systems of the Building will be seismically and otherwise sound and will meet all applicable federal, state, and local codes, including but not limited to disabled accessibility standards as well as any local code requirements.

OUTDOOR SEATING: Tenant may set up outdoor seating at its cost with no additional rental charges incurred, subject to Landlord's approval. Landlord will not unreasonably withhold its approval.

UNIVERSITY MEAL PLAN: Landlord will permit Tenant to participate in the campus student meal plan programs.

ESTIMATED POSSESSION DATE: Landlord will deliver possession of the Premises to Tenant no earlier than 30 days and no later than 60 days after both parties have executed a lease agreement.

LANDLORD CONTRIBUTION AND WORK: Prior to delivering the Premises to Tenant, Landlord will, at its expense, build the main café, seating areas, modifications to the satellite area in the second floor student union area per plans and specifications to be mutually agreed upon. Tenant will at Tenant's expense supply the Furniture Fixtures and Equipment needed for operation other than those items already purchased by Landlord. Tenant will also purchase seating for the East Campus, 2nd floor, Student Activity Center per Tenant's specifications, subject to approval by Landlord. Landlord will not unreasonably withhold its approval. Tenant will recapture cost of such seating against rent payments to Landlord, prior to commencement of rent payments.

DELIVERY DATE DELAYS: In the event that Landlord's Work is completed more than fourteen (14) days after May 15, 2009, Tenant shall be entitled to, as liquidated damages Five Hundred Dollars (\$500) per day accruing from Tenant's intended construction start date until the day on which Landlord delivers possession of the Premises to Tenant with all Landlord's Work completed in accordance with the Lease.

PERMIT CONTINGENCY: Tenant will have the right to terminate the Lease if it is unable to obtain all permits, variances and governmental approvals needed for the lawful operation of its store within 120 days after the date Landlord delivers to Tenant the final permitted plans for the Building. However, so long as Tenant has diligently pursued obtaining all permits, variances and approvals, Tenant may extend such period until the responsible authority has made a final decision and all appeals of the decision are exhausted.

Tenant will apply for and diligently pursue each permit at its expense. Landlord will cooperate with Tenant and will execute any necessary applications for such permits.

CONFIDENTIALITY: The Parties will maintain all confidential information in confidence and will not disclose such information to any other party without written consent. Confidential Information may be released to the parties' employees, partners, consultants and lenders who have a reasonable need for such Confidential Information, provided that such individuals agree to maintain the confidential nature of the information.

PARKING: Landlord will provide all necessary parking for Tenant's employees and customers (and Landlord will apply for and obtain all variances) needed to meet all codes and permitting requirements for Tenant's anticipated use throughout the lease term. Parking will be on a first come, first serve basis in the approved student parking areas.

[CONTINUED ON NEXT PAGE]

Please sign below if the terms described in this letter are acceptable to you. Au Bon Pain will prepare a draft lease for your review upon receiving an executed copy of this letter. This letter is non-binding, except as stated herein. It will be superseded by, and the parties will only be bound by, the terms of a written lease agreement, in form and substance satisfactory to both parties, which has been fully executed and delivered by the parties.

AU BON PAIN CORPORATION

By: _____
Name: Correna Lukas
Title: Director of Development

Accepted and agreed to this _____ day of _____, _____.

LANDLORD:

By: _____
Name: _____
Title: _____

____Ms. Beardsley____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ____ Ms. Style____ and upon roll call the following members voted:

AYE: Vivian Altman
Felice Vazquez
R. David Rousseau (represented by Nancy Style)
Laurence M. Downes (represented by Marguerite Beardsley)

NAY: None

ABSTAIN: None

ABSENT: Roger B. Jacobs

The Chair thereupon declared said motion carried and said resolution adopted.

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
2008 BUDGET VARIANCE ANALYSIS
FOR SIX MONTHS ENDED JUNE 30, 2008**

Executive Summary

The NJEFA concluded the first six months of 2008 with net operating income in the amount of \$436,893, based on revenues of \$1,916,140 and expenses of \$1,479,247. As a result, net operating income is higher than budgeted by \$87,126. This difference is a result of less than anticipated expenses in the amount of \$95,926 partially offset by less than expected revenues in the amount of \$8,800.

Revenues

Revenues were \$8,800 below projected amounts for the first six months of the year primarily due to less than anticipated Investment Income.

Expenses

Operating expenditures for the first six months of the year were favorable as compared to budget by \$95,926. Attorney General Fees were \$39,432 less than budgeted because actual billings were less than those anticipated in the Legal Services Cost Projection Agreement. Most of the remaining line items display favorable deviations and are primarily the result of timing.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ACTUAL vs. BUDGET REPORT
JUNE 2008

	Month Ended June 30, 2008			Six Months Ended June 30, 2008		
	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
<u>Operating Revenues</u>						
Annual Administrative Fees	\$275,520	\$275,520	\$ -	\$1,653,120	\$1,653,120	\$ -
Initial Fees	108,000	65,000	43,000	129,530	130,000	(470)
Investment Income	9,028	16,364	(7,336)	133,490	141,820	(8,330)
	<u>\$ 392,548</u>	<u>\$ 356,884</u>	<u>\$ 35,664</u>	<u>\$ 1,916,140</u>	<u>\$ 1,924,940</u>	<u>\$ (8,800)</u>
<u>Operating Expenses</u>						
Salaries	\$102,646	\$103,584	\$ 938	\$ 710,312	\$ 715,996	\$ 5,684
Employee Benefits	25,890	26,779	889	241,305	241,585	280
Office of The Governor	2,333	2,333	-	13,998	13,998	-
Office of The Attorney General	8,500	16,322	7,822	58,500	97,932	39,432
Sponsored Programs	-	3,125	3,125	-	6,250	6,250
Telephone	1,574	2,391	817	10,281	12,655	2,374
Gasoline & Auto Maintenance	716	1,045	329	3,620	5,725	2,105
Rent	24,098	26,408	2,310	146,655	151,548	4,893
Utilities	1,686	1,687	1	10,120	10,122	2
Postage	1,041	541	(500)	3,439	3,246	(193)
Office Supplies & Expenses	3,933	3,819	(114)	18,049	21,095	3,046
Travel & Official Receptions	1,341	3,136	1,795	8,178	17,180	9,002
Staff Training & Tuition Reimbursement	1,554	2,409	855	8,173	12,545	4,372
Insurance	4,460	4,460	-	26,760	26,760	-
Annual Report & Newsletters	910	5,875	4,965	5,410	14,750	9,340
Public Relations	-	500	500	-	2,000	2,000
Electronic Communication Program	-	1,818	1,818	595	9,090	8,495
Professional Services	276	-	(276)	115,290	112,800	(2,490)
Dues & Subscriptions	7,911	10,450	2,539	36,544	39,700	3,156
Maintenance of Equipment	13,750	3,800	(9,950)	19,953	17,200	(2,753)
Depreciation	7,000	7,166	166	42,065	42,996	931
Contingency	-	-	-	-	-	-
	<u>209,619</u>	<u>227,648</u>	<u>18,029</u>	<u>1,479,247</u>	<u>1,575,173</u>	<u>95,926</u>
Net Operating Income	<u>\$ 182,929</u>	<u>\$ 129,236</u>	<u>\$ 53,693</u>	<u>\$ 436,893</u>	<u>\$ 349,767</u>	<u>\$ 87,126</u>

New Jersey Educational Facilities Authority
Summary of Construction Funds
As of June 30, 2008

<u>Institution</u>	<u>Issue</u>	<u>Description</u>	<u>Bond Proceeds</u>	<u>Net Disbursed</u>	<u>Balance</u>	<u>% Complete</u>
<u>Private</u>						
Stevens Institute of Technology	2004 Series B	Student Residence Conversion	\$ 12,281,959.45	\$ (10,707,590.86)	\$ 1,574,368.59	87%
Institute for Advanced Study	2006 Series C	Biology Bldg., & Renovations	19,939,000.00	(11,370,945.11)	8,568,054.89	57%
Princeton University	2006 Series D	Renovations/Capital Equipment	75,000,000.00	(67,419,633.69)	7,580,366.31	90%
Rider University	2007 Series C	Student Housing, Parking & Improv.	21,013,907.29	(5,543,187.57)	15,470,719.72	26%
Drew University	2007 Series D	Student Housing & Renovations	25,314,969.30	(6,969,878.74)	18,345,090.56	28%
Princeton University	2007 Series E	Construction & Major Maintenance	329,363,288.30	(160,954,374.53)	168,408,913.77	49%
College of Saint Elizabeth	2008 Series F	2006 Perf. Arts Center, Renovations	1,111,345.11	(326,370.52)	784,974.59	29%
Sub Total			\$ 484,024,469.45	\$ (263,291,981.02)	\$ 220,732,488.43	
<u>Public</u>						
Rowan University	Series 2004 C	Academic Building, Various Projects	57,850,090.45	(51,753,182.79)	6,096,907.66	89%
Kean University	Series 2005 B	Various Projects & Renovations	91,383,145.08	(24,762,228.45)	66,620,916.63	27%
Ramapo College of New Jersey	Series 2006 D	Science Bldg., Parking & Renov.	48,962,668.44	(45,949,913.39)	3,012,755.05	94%
Montclair State University	Series 2006 A	Rec. Center, Parking & Renovations	99,691,116.44	(22,452,242.86)	77,238,873.58	23%
Richard Stockton College of New Jersey	Series 2006 F	Housing V, Various Projects	50,675,855.72	(28,709,202.85)	21,966,652.87	57%
Rowan University	Series 2006 G	Various Renovations	46,527,357.07	(19,324,328.18)	27,203,028.89	42%
Rowan University	Series 2006 H	Property Acquisition, Renovations	19,797,386.13	(1,795,772.32)	18,001,613.81	9%
Kean University	Series 2007 D	2 Residence Halls, Dining, Parking	124,287,050.02	(6,876,418.58)	117,410,631.44	6%
Richard Stockton College of New Jersey	Series 2007 G	Housing V, Various Upgrades & Renov	40,242,421.65	(6,601,358.88)	33,641,062.77	16%
The College of New Jersey	Series 2008 D	1999 A and 2002 D Projects	54,933,452.51	(2,890,549.80)	52,042,902.71	5%
William Paterson University	Series 2008 C	Science Hall Expansion & Renovation	83,907,460.92	(232,473.01)	83,674,987.91	0%
Sub Total			\$ 718,258,004.43	\$ (211,347,671.11)	\$ 506,910,333.32	
<u>Other Programs</u>						
Public Library Grant Program	Series 2002 A	Library Grants	\$ 45,380,714.58	\$ (44,878,091.48)	\$ 502,623.10	99%
Capital Improvement Fund	Series 2002 A	Capital Improvements	195,287,675.00	(191,509,543.74)	3,778,131.26	98%
Sub Total			\$ 240,668,389.58	\$ (236,387,635.22)	\$ 4,280,754.36	
Grand Total			\$ 1,442,950,863.46	\$ (711,027,287.35)	\$ 731,923,576.11	

From: Roger Anderson
Sent: Thursday, July 10, 2008 10:20 AM
To: 'chris.russell@mail.house.gov'
Cc: 'amy.smith@mail.house.gov'
Subject: H.R. 6308

Dear Congressman Garrett:

I request your support for H.R. 6308, the *Municipal Bond Fairness Act*, which the House Financial Services Committee is scheduled to mark up next Tuesday, July 15.

H.R. 6308 would create a uniform standard for credit ratings across market sectors. Currently, the major rating agencies use different ratings scales for municipal and corporate securities. The rating agencies' own statistics show that the default rate for municipal securities of a given rating is a small fraction of the default rate for comparably rated corporate securities. Additionally, the recovery rate for defaulted municipal securities is significantly higher than that for defaulted corporate securities. This disparity in ratings scales has contributed to higher financing costs for state and local governments and has been especially painful during this year's market turmoil, as explained in more detail on page 2 of the Authority's recent newsletter, which is attached.

H.R. 6308 would not allow ratings agencies to receive the SEC's NRSRO accreditation unless they use uniform scales for all products. This uniformity will help governments and authorities across New Jersey and indeed the whole country. For that reason, several national state and local government associations have signed the attached letter in support of the legislation. I encourage your support for H.R. 6308. Please let me know if I can provide you with any additional information. I would be glad to meet with you to discuss this issue at your earliest convenience.

Sincerely,

Roger L. Anderson
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